

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

If you are in any doubt as to the contents of this circular, you should consult your stockbroker or other registered securities dealer in Hong Kong, or if you are in Hong Kong, your stockbroker or other registered securities dealer in Hong Kong, or if you are outside Hong Kong, your bank, merchant banker, stockbroker or other registered securities dealer in your jurisdiction.

If you have sold or transferred your shares in Roiserv Lifestyle Services Co., Ltd. (the "Company"), you should nevertheless immediately inform the person to whom you sold or transferred the shares of the contents of this circular, so that they can also take appropriate action.

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**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**



Circular of the Company is available on the website of the Exchange at [www.hkex.com.hk](http://www.hkex.com.hk).  
Dated 2023.09.20

AGM of the Company will be held at 4:00 p.m. on Monday, September 25, 2023 at the 81X, Raffles Hotel, Esplanade, The Esplanade - The Arts on the Waterfront, Level 47-49, Esplanade - The Esplanade, Singapore. The AGM will be held in English.  
AGM of the Company will be held at 4:00 p.m. on Monday, September 25, 2023 at the 81X, Raffles Hotel, Esplanade, The Esplanade - The Arts on the Waterfront, Level 47-49, Esplanade - The Esplanade, Singapore. The AGM will be held in English.  
AGM of the Company will be held at 4:00 p.m. on Monday, September 25, 2023 at the 81X, Raffles Hotel, Esplanade, The Esplanade - The Arts on the Waterfront, Level 47-49, Esplanade - The Esplanade, Singapore. The AGM will be held in English.

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## DEFINITIONS

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

2023 M... P...  
M... S...  
A...-  
... C... R... S... R...  
E... D... F... 1, 2023...  
M... P... M... S... A...  
... J... 1, 2023...  
D... 31, 2025 ( ... )

2023 M... S...-S...  
E... R...  
C... S...  
A...-  
... C... R... S... R... E... D...  
F... 1, 2023... M... S...-S...  
E... R... C... S...  
A... J... 1, 2023...  
D... 31, 2025 ( ... )

... L... R...

B... D...

... L... R...

C... R... L... S... C., L... (榮萬家生活服務股份有限公司),  
PRC... H S...  
M... B... S... Ex... (S... : 2146)

... ( )- ... L... R...

... ( )- ... L... R...

D... ( )- ... ( ) ... C...

D... \$ ( )- ... ( ) ... C...  
... C... PRC, ...  
RMB1.00 ...  
RMB... PRC ...  
... PRC

D... \$ ( )- ... ( ) D... \$ ( )

EGM-

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

## DEFINITIONS

**I . . . . . S k f j -** k S k f j k  
 k k EGM k  
 k 2023 M . . . P . . . M . . .  
 S . . . A . . . k 2023 M . . . S -S  
 E . . . R . . . C . . . S . . .  
 A . . .

**I . . . . . T f . . . P . . . ( . . . ) -** k k  
 k ( . . . ), k  
 k G . . .

**L . . . . . P . . . . . D . . . -** F . . . 6, 2023, k  
 k

**L . . . . . -** k C . . . M . . . B . . .  
 S . . . Ex k J . . . 15, 2021

**L . . . . . R . . . -** k R . . . G . . . L . . . S . . . T f  
 S . . . Ex k H . . . K . . . L . . .

**M . . . . . P . . . . . M . . . . .  
 S . . . . . A . . . . . -** k  
 k C . . . R . . . S . . . R . . .  
 E . . . D . . . D . . . 18, 2020  
 k P . . . M . . . S . . .  
 k G . . . R . . . S . . . R . . . E . . . D . . . G . . .

**M . . . . . S . . . -S . . . E . . .  
 R . . . C . . .  
 S . . . . . A . . . . . -** k  
 k  
 C . . . R . . . S . . . R . . . E . . . D . . .  
 D . . . 18, 2020  
 S . . . -S . . . E . . . R . . . C . . .  
 S . . . G . . . R . . . S . . . R . . . E . . .  
 D . . . G . . .

**M . . . . . C . . . -** k M . . . C . . . S . . . T . . . D . . .  
 L . . . I . . . A . . . x 10 . . .  
 L . . . R . . .

**M . . . . . G . . . -** M . . . G . . . J . . . ( 耿建明 ), k  
 k C . . . M . . . G . . .  
 J . . . B . . . x . . . D . . .

**M . . . . . W . . . -** M . . . W . . . J . . . ( 王建东 )

M. Y. , -

M. Y. , X (楊熙)

N . . . C . . . -

⌘ . . . C . . .

PRC-

⌘ P . . . R . . . G . . .



LETTER FROM THE BOARD

**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)

*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., Ltd.\*

(香河現代水業有限公司)

J. T.

X. C.

L. H. P.

H. P.

PRC

*Principal place of business  
in Hong Kong:*

40<sup>th</sup> 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.





## LETTER FROM THE BOARD

**Term:** C 2023 M 1, 2023 P 31, 2025 D 31, 2025  
( )

**Pricing and other terms:** T 2023 M P M S  
A :  
(1) T 2023 M P M S  
A :  
(2) T 2023 M P M S  
A :

Historical transactions under the Master Property Management Services Agreement:	For the year ended	For the year ended	For the year ended
	December 31, 2020	December 31, 2021	December 31, 2022
	RMB'000	RMB'000	RMB'000
H	429,339.0 <sup>(Note 1)</sup>	445,519.1 <sup>(Note 1)</sup>	265,488.0 <sup>(Note 2)</sup>
Ex	397,500.0	446,600.0	499,600.0
U	108.0%	99.8%	53.1%

*Note 1:* A C T S Ex 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 x T C x x M P M S A

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

	For the year ending	For the year ending	For the year ending
	December 31, 2023	December 31, 2024	December 31, 2025
	RMB	RMB	RMB
	(in millions)	(in millions)	(in millions)
A	250	210	190

I. 截至2022年12月31日，D. 截至2022年12月31日，

(.) 截至2022年12月31日，M. P. 截至2022年12月31日，S. A. 截至2022年12月31日，RMB429,339,000, RMB445,519,100, RMB265,488,000  
截至2022年12月31日，D. 截至2022年12月31日，

(.) 截至2022年12月31日，358 x. 截至2022年12月31日，R. S. R. E. 截至2022年12月31日，D. 截至2022年12月31日，G. 截至2022年12月31日，GFA 截至2022年12月31日，70.21 截至2022年12月31日，O. 截至2022年12月31日，

(.) 截至2022年12月31日，R. S. R. 截至2022年12月31日，E. D. 截至2022年12月31日，G. 截至2022年12月31日，P. M. 截至2022年12月31日，S. 截至2022年12月31日，G. 截至2022年12月31日，D. 截至2022年12月31日，31, 2025;

(.) 截至2022年12月31日，GFA 截至2022年12月31日，GFA. 截至2022年12月31日，G. 截至2022年12月31日，S. x. L. S. ) 截至2022年12月31日，G. 截至2022年12月31日，D. 31, 2025, x. 3.30 截至2022年12月31日，78,000 截至2022年12月31日，R. S. R. E. D. G. ;

(.) 截至2022年12月31日，GFA 截至2022年12月31日，R. S. R. E. D. G. x. 5





## LETTER FROM THE BOARD

**Pricing and other terms:** The Company's 2023 Master Service Agreement with the Client provides for a fixed fee of RMB100 million for the term of the agreement, which is set to expire on December 31, 2025. The fee is payable in three equal installments of RMB33.3 million on December 31, 2023, December 31, 2024, and December 31, 2025.

(1) The Company's 2023 Master Service Agreement with the Client provides for a fixed fee of RMB100 million for the term of the agreement, which is set to expire on December 31, 2025. The fee is payable in three equal installments of RMB33.3 million on December 31, 2023, December 31, 2024, and December 31, 2025.

(2) The Company's 2023 Master Service Agreement with the Client provides for a fixed fee of RMB100 million for the term of the agreement, which is set to expire on December 31, 2025. The fee is payable in three equal installments of RMB33.3 million on December 31, 2023, December 31, 2024, and December 31, 2025.

Historical transactions under the Master Small-Scale Engineering and Related Consultancy Services Agreement:	For the year ended December 31, 2020 RMB'000	For the year ended December 31, 2021 RMB'000	For the year ended December 31, 2022 RMB'000
Historical transactions	314,753.5 <sup>(Note 1)</sup>	351,354.2 <sup>(Note 1)</sup>	328,977.0 <sup>(Note 2)</sup>
Expected	310,000.0	359,700.0	417,000.0
Utilized	101.5%	97.7%	78.9%

**Note 1:** As at December 31, 2021, the Company's 2023 Master Service Agreement with the Client is set to expire on December 31, 2020. The Company's 2023 Master Service Agreement with the Client is set to expire on December 31, 2021. The Company's 2023 Master Service Agreement with the Client is set to expire on December 31, 2022. The Company's 2023 Master Service Agreement with the Client is set to expire on December 31, 2023. The Company's 2023 Master Service Agreement with the Client is set to expire on December 31, 2024. The Company's 2023 Master Service Agreement with the Client is set to expire on December 31, 2025.

**Note 2:** The Company's 2023 Master Service Agreement with the Client is set to expire on December 31, 2022. The Company's 2023 Master Service Agreement with the Client is set to expire on December 31, 2023. The Company's 2023 Master Service Agreement with the Client is set to expire on December 31, 2024. The Company's 2023 Master Service Agreement with the Client is set to expire on December 31, 2025.

**Annual cap:** The Company's 2023 Master Service Agreement with the Client provides for an annual cap of RMB460 million for the term of the agreement, which is set to expire on December 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)
Annual cap	460	460	460

## LETTER FROM THE BOARD

I. 截至2022年12月31日，本公司净资产为人民币3,328,977,000.00元。

(一) 截至2022年12月31日，本公司净资产为人民币3,328,977,000.00元，较2021年12月31日增加人民币314,753,500.00元，增幅为9.45%。

(二) 截至2022年12月31日，本公司净资产为人民币3,328,977,000.00元，较2021年12月31日增加人民币314,753,500.00元，增幅为9.45%。

(三) 截至2022年12月31日，本公司净资产为人民币3,328,977,000.00元，较2021年12月31日增加人民币314,753,500.00元，增幅为9.45%。

(四) 截至2022年12月31日，本公司净资产为人民币3,328,977,000.00元，较2021年12月31日增加人民币314,753,500.00元，增幅为9.45%。

(五) 截至2022年12月31日，本公司净资产为人民币3,328,977,000.00元，较2021年12月31日增加人民币314,753,500.00元，增幅为9.45%。

截至2023年12月31日，本公司净资产为人民币3,328,977,000.00元，较2022年12月31日增加人民币314,753,500.00元，增幅为9.45%。

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截至2023年12月31日，本公司净资产为人民币3,328,977,000.00元，较2022年12月31日增加人民币314,753,500.00元，增幅为9.45%。

截至2023年12月31日，本公司净资产为人民币3,328,977,000.00元，较2022年12月31日增加人民币314,753,500.00元，增幅为9.45%。

截至2023年12月31日，本公司净资产为人民币3,328,977,000.00元，较2022年12月31日增加人民币314,753,500.00元，增幅为9.45%。

## *Pricing Policy*



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## LETTER FROM THE BOARD

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F  
S  
S

2023 M... P... M...  
2023 M... S...-S... E... R... C...  
A... A... :

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

(.) X... I...  
85%  
L... R...

(.) C... L... R...

(.) C...

(.) D...

H... D...  
2023 M... P...  
M... S... A... 2023 M... S...-S... E... R...  
C... S... A...  
C... S...



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# LETTER FROM THE BOARD

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## Information about RiseSun Real Estate Development

RiseSun Real Estate Development Limited (the "Company") is a company incorporated in the PRC, with its registered office at Suite 501, 5/F, East Tower, No. 1002146). RiseSun Real Estate Development Limited is a company incorporated in the PRC.

### 3. EGM AND PROXY ARRANGEMENT

An Extraordinary General Meeting (EGM) of the Company will be held on 27 April 2023 at 10:00 a.m. at the PRC registered office of the Company.

As at the Latest Practicable Date, RiseSun Real Estate Development Limited has 235,527,000 Shares in issue, of which 62.64% are held by the Company. The Company is holding an EGM on 27 April 2023 at 10:00 a.m. at the PRC registered office of the Company. The Company is holding an EGM on 27 April 2023 at 10:00 a.m. at the PRC registered office of the Company. The Company is holding an EGM on 27 April 2023 at 10:00 a.m. at the PRC registered office of the Company.

The Company is holding an EGM, which will be held on 27 April 2023 at 10:00 a.m. at the PRC registered office of the Company. The Company is holding an EGM, which will be held on 27 April 2023 at 10:00 a.m. at the PRC registered office of the Company. The Company is holding an EGM, which will be held on 27 April 2023 at 10:00 a.m. at the PRC registered office of the Company.

### 4. PROPOSED CHANGE OF SUPERVISOR

The Board of Directors of the Company, on 1 March 2023, has proposed to change the supervisor of the Company from Mr. M. W. to Mr. M. W.

M. W. ... B ... S ...  
C ... S ... S. Ex ...

T. B ... M. W ... C ... S ...

A ... N ... C ... M. Y ...  
... x ... S ... M. W ... T ...  
... M. Y ... x ... S ... S ...  
EGM.

T ... M. Y ...

M. Y ... X, ... 43, p. 21 ... x ...  
... F ... J ... 2004 ... F ... 2008, M. Y ... SINA.  
T ... (G ...) C. L. ... (

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## LETTER FROM THE BOARD

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M. Y. [REDACTED] L. P. [REDACTED] D. [REDACTED] ( ) [REDACTED] D. [REDACTED] S. [REDACTED] C. [REDACTED]; ( ) [REDACTED] C. [REDACTED]; ( ) [REDACTED] H. K. [REDACTED]; ( ) [REDACTED] S. [REDACTED] P. XV [REDACTED] SFO.

M. Y. [REDACTED] L. P. [REDACTED] D. [REDACTED] S. [REDACTED] S. Ex [REDACTED] R. [REDACTED] 13.51(2)(f). ( ) [REDACTED] R. [REDACTED]

### 5. VOTING BY POLL

P. [REDACTED] R. [REDACTED] 13.39(4) [REDACTED] L. [REDACTED] R. [REDACTED] A. [REDACTED] EGM [REDACTED] x [REDACTED] C. [REDACTED] EGM. T. C. [REDACTED] EGM. [REDACTED] L. [REDACTED] R. [REDACTED]

### 6. CLOSURE OF REGISTER OF MEMBERS

F. [REDACTED] EGM, [REDACTED] C. [REDACTED] M. [REDACTED], F. [REDACTED] 27, 2023. T. [REDACTED], M. [REDACTED] 2, 2023 ( [REDACTED] ), [REDACTED] S. [REDACTED] I. [REDACTED] EGM, [REDACTED] H. S. [REDACTED] C. [REDACTED] H. [REDACTED], T. [REDACTED] S. [REDACTED] L. [REDACTED], 17/F, F. [REDACTED] F. [REDACTED] C. [REDACTED], 16 H. [REDACTED] R. [REDACTED], H. [REDACTED] K. [REDACTED], [REDACTED] 4:30. [REDACTED] F. [REDACTED], F. [REDACTED] 24, 2023.

### 7. RECOMMENDATION

Y. [REDACTED] ( ) [REDACTED] I. [REDACTED] B. [REDACTED] C. [REDACTED] I. [REDACTED] S. [REDACTED] 2023 M. [REDACTED] P. [REDACTED] M. [REDACTED] S. [REDACTED] A. [REDACTED] 2023 M. [REDACTED] S. [REDACTED]-S. [REDACTED] E. [REDACTED] R. [REDACTED] C. [REDACTED] S. [REDACTED] A. [REDACTED] ( ) [REDACTED] I. [REDACTED] F. [REDACTED] A. [REDACTED] I. [REDACTED] B. [REDACTED] C. [REDACTED] I. [REDACTED] S. [REDACTED] 2023 M. [REDACTED] P. [REDACTED] M. [REDACTED] S. [REDACTED] A. [REDACTED] 2023 M. [REDACTED] S. [REDACTED]-S. [REDACTED] E. [REDACTED] R. [REDACTED] C. [REDACTED] S. [REDACTED] A. [REDACTED] I. [REDACTED] F. [REDACTED] A. [REDACTED] H. [REDACTED]

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## LETTER FROM THE BOARD

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

T... B... P... A... M.Y...  
C... S... A... B...  
S... P... A... M...  
Y... EGM... EGM.

### 8. ADDITIONAL INFORMATION

Y... A... x I...  
B... B...  
**Roiserv Lifestyle Services Co., Ltd.**  
**Geng Jianfu**  
*Chairman and Executive Director*



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)

February 10, 2023

To the Independent Shareholders

Dear Sirs/Mesdames,

RENEWAL OF CONTINUING CONNECTED TRANSACTIONS

We refer to the Circular of Roiserv Lifestyle Services Co., Ltd. (the "Company") dated February 10, 2023 (the "Circular") regarding the renewal of continuing connected transactions (the "Transactions") between the Company and its wholly-owned subsidiary, Roiserv Lifestyle Services (China) Co., Ltd. (the "Subsidiary").

We refer to the Board of Directors of the Company (the "Board") meeting on February 10, 2023 (the "Meeting") to approve the renewal of the Transactions for the period from March 1, 2023 to February 28, 2024. The Board also approved the issuance of a circular to the independent shareholders of the Company regarding the renewal of the Transactions. The Board is pleased to announce that the Transactions have been renewed for the period from March 1, 2023 to February 28, 2024. The Transactions are set out in the Circular. The Board is pleased to announce that the Transactions have been renewed for the period from March 1, 2023 to February 28, 2024. The Transactions are set out in the Circular. The Board is pleased to announce that the Transactions have been renewed for the period from March 1, 2023 to February 28, 2024. The Transactions are set out in the Circular.

We refer to the Board meeting on February 10, 2023 (the "Meeting") to approve the renewal of the Transactions for the period from March 1, 2023 to February 28, 2024. The Board also approved the issuance of a circular to the independent shareholders of the Company regarding the renewal of the Transactions. The Board is pleased to announce that the Transactions have been renewed for the period from March 1, 2023 to February 28, 2024. The Transactions are set out in the Circular. The Board is pleased to announce that the Transactions have been renewed for the period from March 1, 2023 to February 28, 2024. The Transactions are set out in the Circular. The Board is pleased to announce that the Transactions have been renewed for the period from March 1, 2023 to February 28, 2024. The Transactions are set out in the Circular.

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**LETTER FROM THE INDEPENDENT BOARD COMMITTEE**

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Y  
F  
I  
B  
C  
Roiserv Lifestyle Services Co., Ltd.

**Mr. Jin Wenhui**  
*Independent*  
*non-executive Director*

**Mr. Xu Shaohong**  
*Independent*  
*non-executive Director*

**Mr. Tang Yishu**  
*Independent*  
*non-executive Director*







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## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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

### BASIS OF OUR OPINION

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

T... D...  
C...  
C...  
C... W... I... F... A...  
C... x

W...  
C...  
R... 13.80 ... L... R... W...  
D...  
C...



## LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

	For the year ended December 31,			For the six months ended June 30,	
	2019	2020	2021	2021	2022
	<i>RMB'000</i> <i>(audited)</i>	<i>RMB'000</i> <i>(audited)</i>	<i>RMB'000</i> <i>(audited)</i>	<i>RMB'000</i> <i>(unaudited)</i>	<i>RMB'000</i> <i>(unaudited)</i>
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			
<b>Total</b>	<b>1,282,039</b>	<b>1,820,841</b>	<b>2,484,972</b>	<b>1,290,819</b>	<b>1,063,574</b>

### Property management services

As at December 31, 2021, the Company's property management services revenue was RMB1,081.5 million, an increase of 27.7% from RMB897.7 million in 2020. The increase was primarily due to the increase in the number of property management projects and the increase in the scale of the projects. The Company's property management services revenue was RMB516.9 million for the six months ended June 30, 2021, an increase of 18.7% from RMB431.8 million for the six months ended June 30, 2020. The increase was primarily due to the increase in the number of property management projects and the increase in the scale of the projects.

As at December 31, 2021, the Company's property management services revenue was RMB1,081.5 million, an increase of 20.5% from RMB897.7 million in 2020. The increase was primarily due to the increase in the number of property management projects and the increase in the scale of the projects. The Company's property management services revenue was RMB516.9 million for the six months ended June 30, 2021, an increase of 13.7% from RMB431.8 million for the six months ended June 30, 2020. The increase was primarily due to the increase in the number of property management projects and the increase in the scale of the projects.

The Company's property management services revenue was RMB1,081.5 million for the six months ended June 30, 2021, an increase of 15.8% from RMB897.7 million for the six months ended June 30, 2020. The increase was primarily due to the increase in the number of property management projects and the increase in the scale of the projects. The Company's property management services revenue was RMB516.9 million for the six months ended June 30, 2021, an increase of 13.7% from RMB431.8 million for the six months ended June 30, 2020. The increase was primarily due to the increase in the number of property management projects and the increase in the scale of the projects.

RMB516.9 million for the six months ended June 30, 2021, an increase of 15.8% from RMB431.8 million for the six months ended June 30, 2020. The increase was primarily due to the increase in the number of property management projects and the increase in the scale of the projects. The Company's property management services revenue was RMB516.9 million for the six months ended June 30, 2021, an increase of 13.7% from RMB431.8 million for the six months ended June 30, 2020. The increase was primarily due to the increase in the number of property management projects and the increase in the scale of the projects.

# LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

## *Value-added services to non-property owners*

As at 31 December 2021, the Group's value-added services to non-property owners were RMB714.3 million, representing 65.4% of the Group's total revenue for FY2021. The Group's value-added services to non-property owners were RMB431.8 million for FY2019, RMB714.3 million for FY2020, and RMB1,047.8 million for FY2021. The Group's value-added services to non-property owners were RMB607.5 million for 1H2021, RMB315.4 million for 1H2022, and RMB1,047.8 million for 1H2023.

As at 31 December 2021, the Group's value-added services to non-property owners were RMB714.3 million, representing 65.4% of the Group's total revenue for FY2021. The Group's value-added services to non-property owners were RMB431.8 million for FY2019, RMB714.3 million for FY2020, and RMB1,047.8 million for FY2021. The Group's value-added services to non-property owners were RMB607.5 million for 1H2021, RMB315.4 million for 1H2022, and RMB1,047.8 million for 1H2023.

The Group's value-added services to non-property owners were RMB714.3 million for FY2020, RMB1,047.8 million for FY2021, and RMB607.5 million for 1H2021. The Group's value-added services to non-property owners were RMB315.4 million for 1H2022, and RMB1,047.8 million for 1H2023.

The Group's value-added services to non-property owners were RMB607.5 million for 1H2021, RMB315.4 million for 1H2022, and RMB1,047.8 million for 1H2023.

## ***RiseSun Real Estate Development***

RiseSun Real Estate Development is a wholly-owned subsidiary of the Group, incorporated in the PRC, with its registered office at [Address]. RiseSun Real Estate Development is a wholly-owned subsidiary of the Group, incorporated in the PRC, with its registered office at [Address].

## **2. Reasons and benefits for entering into the Service Agreements**

### ***(i) 2023 Master Property Management Services Agreement***

As at 31 December 2021, the Group's value-added services to non-property owners were RMB714.3 million, representing 65.4% of the Group's total revenue for FY2021. The Group's value-added services to non-property owners were RMB431.8 million for FY2019, RMB714.3 million for FY2020, and RMB1,047.8 million for FY2021. The Group's value-added services to non-property owners were RMB607.5 million for 1H2021, RMB315.4 million for 1H2022, and RMB1,047.8 million for 1H2023.

2A  
 1H2022, RMB703.2 FY2020 FY2021  
 FY2019 RMB1,081.5 FY2021,  
 CAGR 24.0%. FY2019, FY2020, FY2021  
 49.3%, 43.5% 56.3% 54.9%,  
 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

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

**For the  
 year ended**









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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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With reference to the above-mentioned matter, the Independent Financial Adviser ("IFA") has reviewed the information provided to it by the Company and the relevant documents, and has conducted the necessary enquiries and investigations. The IFA is of the opinion that the information provided to it is true and correct, and that the Company's financial statements for the period ended 31 March 2023 are prepared in accordance with the applicable accounting standards and the Companies Ordinance. The IFA is also of the opinion that the Company's financial statements for the period ended 31 March 2023 are a true and fair view of the financial position of the Company at the end of the period and of its performance during the period. The IFA is not aware of any material omissions or misstatements in the financial statements. The IFA is not providing any assurance on the accuracy or completeness of the information provided to it, and is not responsible for the accuracy or completeness of the information provided to it. The IFA is not providing any assurance on the accuracy or completeness of the information provided to it, and is not responsible for the accuracy or completeness of the information provided to it.

With reference to the above-mentioned matter, the IFA is of the opinion that the information provided to it is true and correct, and that the Company's financial statements for the period ended 31 March 2023 are prepared in accordance with the applicable accounting standards and the Companies Ordinance. The IFA is also of the opinion that the Company's financial statements for the period ended 31 March 2023 are a true and fair view of the financial position of the Company at the end of the period and of its performance during the period. The IFA is not aware of any material omissions or misstatements in the financial statements. The IFA is not providing any assurance on the accuracy or completeness of the information provided to it, and is not responsible for the accuracy or completeness of the information provided to it.

The IFA is of the opinion that the information provided to it is true and correct, and that the Company's financial statements for the period ended 31 March 2023 are prepared in accordance with the applicable accounting standards and the Companies Ordinance. The IFA is also of the opinion that the Company's financial statements for the period ended 31 March 2023 are a true and fair view of the financial position of the Company at the end of the period and of its performance during the period. The IFA is not aware of any material omissions or misstatements in the financial statements. The IFA is not providing any assurance on the accuracy or completeness of the information provided to it, and is not responsible for the accuracy or completeness of the information provided to it.





**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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

The Annual Cap for the year ending December 31, 2023  
 M... P... M... S... A...  
 D... 31, 2025

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

P... A... C...                      250                      210                      190

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

(.) ... M... P... M...  
 S... A... RMB429.3, RMB445.5,  
 RMB265.5 D... 31, 2022,

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

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

(.) ... GFA ...  
 ( ... GFA ... G ...  
 S... L... S... ) ...  
 G ... D ... 31,  
 2025, ... 3.30 ... 78,000 ...  
 R... S... R... E... D...  
 G ...;

( ) GFA R. S. R. E. D. G. x 5 2.6 1.3 D 31, 2025 R. S. R. E. D. G. ;

( ) GFA





**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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

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

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

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

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

(v) . . . . . 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 . . . . .  
 . . . . .

T  
P  
A  
C  
M  
P  
M  
S  
A

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**LETTER FROM THE INDEPENDENT FINANCIAL ADVISER**

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The Independent Financial Adviser ("IFA") has been appointed by the Board of Directors of the Company to advise the Company on the proposed acquisition of the Target Company. The IFA has conducted a thorough review of the financial statements of the Target Company and the proposed acquisition, and has concluded that the proposed acquisition is in the best interests of the Company and its shareholders.

The IFA has also conducted a thorough review of the financial statements of the Company and has concluded that the Company's financial statements are fair and accurate. The IFA has also conducted a thorough review of the Company's internal controls and has concluded that they are effective.

With respect to the proposed acquisition, the IFA has concluded that the proposed acquisition is in the best interests of the Company and its shareholders. The IFA has also concluded that the proposed acquisition is a fair and reasonable transaction.

(i) The IFA has concluded that the proposed acquisition is in the best interests of the Company and its shareholders. The IFA has also concluded that the proposed acquisition is a fair and reasonable transaction. The IFA has also concluded that the proposed acquisition is a fair and reasonable transaction.

(ii) The IFA has concluded that the proposed acquisition is in the best interests of the Company and its shareholders. The IFA has also concluded that the proposed acquisition is a fair and reasonable transaction. The IFA has also concluded that the proposed acquisition is a fair and reasonable transaction.

(iii) The IFA has concluded that the proposed acquisition is in the best interests of the Company and its shareholders. The IFA has also concluded that the proposed acquisition is a fair and reasonable transaction. The IFA has also concluded that the proposed acquisition is a fair and reasonable transaction.

(iv) The IFA has concluded that the proposed acquisition is in the best interests of the Company and its shareholders. The IFA has also concluded that the proposed acquisition is a fair and reasonable transaction. The IFA has also concluded that the proposed acquisition is a fair and reasonable transaction.

(v) The IFA has concluded that the proposed acquisition is in the best interests of the Company and its shareholders. The IFA has also concluded that the proposed acquisition is a fair and reasonable transaction. The IFA has also concluded that the proposed acquisition is a fair and reasonable transaction.





(2) *Interests in associated corporations of the Company*

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

Note: The L-... ..

S... .. L... P... D... .. D... ..  
 Si... .. x... .. C... ..  
 C... .. (... ..  
 P... XV ... SFO) ... C... ..  
 S... Ex... .. D... 7... 8... P... XV ... SFO (... ..  
 D... .. Si... .. x... .. C... ..  
 SFO),  
 C... .. S... 352 ... SFO,  
 C... .. S... Ex... .. M... C...

S... .. L... P... D... .. D... ..  
 Si... ..  
 S... .. D... 2... 3  
 P... XV ... SFO:

Name of Director or Supervisor	Name of company	Title
M. G. J.	R. S. H.	Si...
	R. S. R. E. D.	C...
M. J. Z.	R. S. R. E. D.	V...



A. The L... P... D... X... (.)...  
 ...  
 ...; (...)... G...  
 ... ( )...  
 ... G...; (...)... D... 31, 2021 (...), ...  
 ... G...  
 ... G...

**7. MATERIAL ADVERSE CHANGE**

A. The L... P... D... D... C... D... 31, 2021,  
 ...  
 G...

**8. DOCUMENTS ON DISPLAY**

A...  
 S. Ex... C... EGM:

- ( ) ... I... F... A... Q... Ex... C... X;
- ( ) ... 2023 M... P... M... S... A...;
- ( ) ... 2023 M... S...-S... E... R... C... S...  
 A...



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## NOTICE OF EGM

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# 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)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting (the "EGM") of Roiserv Lifestyle Services Co., Ltd. (the "Company") will be held at 4:00 p.m. on Monday, 2023, at Room 810, 81 Xinyuan Road, East Tower, A Building, Heping Road, Pudong District, Shanghai, P.R.C. (the "PRC") at the following agenda:

#### ORDINARY RESOLUTIONS

##### 1. THAT

- ( ) the 2023 Meeting Proposal on Share Award Scheme (as set out in the Circular dated February 10, 2023 (the "Circular")), which is hereby approved and authorized to be implemented, and the Board of Directors is authorized to take all necessary steps to give effect to the same;
- ( ) the 2023 Meeting Proposal on Share Award Scheme, which is hereby approved and authorized to be implemented, and the Board of Directors is authorized to take all necessary steps to give effect to the same;
- ( ) the Circular (Director(s)) is hereby approved and authorized to be implemented, and the Board of Directors is authorized to take all necessary steps to give effect to the same.

# NOTICE OF EGM

## 2. THAT

- ( ) 2023 M... S...-S... E... R... C... S... A... (C... C...), ... B- ... 2023 M... S...-S... E... R... C... S... A...
- ( ) D... C... X... 2023 M... S...-S... E... R... C... S... A...

## 3. T... M.Y... X... D... X...

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

L... PRC, F... 10, 2023

### Notes:

- 1. A... EGM... R... G... S... Listing Rules... H... K... L... (Listing Rules)... H... K... L... ( ) C...
- 2. A... C... EGM... A... C... EGM... A... C... I... E... C... x...
- 3. I... x... ( )... PRC... 81 X... R... E... T... D... A... L... H... P... PRC... C... ( ) C... H... H... K... T... I... S... L... 17/F, F... F... C... 16 H... R... A... H... K... ( )... 24... EGM... C... EGM...

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## NOTICE OF EGM

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4. 凡持有本公司截至2023年2月27日收市時之任何類別已發行股份之股東，均有權出席本公司之股東大會，並可親臨或委派代表出席。本公司之股東大會將於2023年3月2日（星期三）上午十時正，假本公司之註冊辦事處（即香港中環皇后大道中16號匯豐銀行大廈17/F，即香港匯豐銀行大廈17樓）舉行。本公司之股東大會將於下午四時三十分結束。凡欲出席本公司股東大會之股東，務請於2023年3月24日（星期五）下午四時三十分前，將出席通知書填妥，並連同出席通知書內之表格，寄回本公司之秘書處，以便本公司秘書處有足夠時間處理。出席通知書內之表格，將於2023年3月24日（星期五）下午四時三十分前，由本公司之秘書處發出。出席通知書內之表格，將於2023年3月24日（星期五）下午四時三十分前，由本公司之秘書處發出。出席通知書內之表格，將於2023年3月24日（星期五）下午四時三十分前，由本公司之秘書處發出。
5. 凡持有本公司任何類別已發行股份之股東，均有權出席本公司之股東大會，並可親臨或委派代表出席。本公司之股東大會將於2023年3月2日（星期三）上午十時正，假本公司之註冊辦事處（即香港中環皇后大道中16號匯豐銀行大廈17/F，即香港匯豐銀行大廈17樓）舉行。本公司之股東大會將於下午四時三十分結束。凡欲出席本公司股東大會之股東，務請於2023年3月24日（星期五）下午四時三十分前，將出席通知書填妥，並連同出席通知書內之表格，寄回本公司之秘書處，以便本公司秘書處有足夠時間處理。出席通知書內之表格，將於2023年3月24日（星期五）下午四時三十分前，由本公司之秘書處發出。出席通知書內之表格，將於2023年3月24日（星期五）下午四時三十分前，由本公司之秘書處發出。出席通知書內之表格，將於2023年3月24日（星期五）下午四時三十分前，由本公司之秘書處發出。
6. 凡持有本公司任何類別已發行股份之股東，均有權出席本公司之股東大會，並可親臨或委派代表出席。本公司之股東大會將於2023年3月2日（星期三）上午十時正，假本公司之註冊辦事處（即香港中環皇后大道中16號匯豐銀行大廈17/F，即香港匯豐銀行大廈17樓）舉行。本公司之股東大會將於下午四時三十分結束。凡欲出席本公司股東大會之股東，務請於2023年3月24日（星期五）下午四時三十分前，將出席通知書填妥，並連同出席通知書內之表格，寄回本公司之秘書處，以便本公司秘書處有足夠時間處理。出席通知書內之表格，將於2023年3月24日（星期五）下午四時三十分前，由本公司之秘書處發出。出席通知書內之表格，將於2023年3月24日（星期五）下午四時三十分前，由本公司之秘書處發出。出席通知書內之表格，將於2023年3月24日（星期五）下午四時三十分前，由本公司之秘書處發出。

*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.*