



## Ever Sunshine Lifestyle Services Group Limited 永升生活服务集团有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1995)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting (the “**Meeting**”) of EVER SUNSHINE LIFESTYLE SERVICES GROUP LIMITED (the “**Company**”) will be held at No.1 Conference Room, 9/F., Building 39 Henderson CIFI Centre, 1088 Nong, Shen Hong Road, Minhang District, Shanghai, the PRC on Monday, 2 September 2019 at 2:00 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

**“THAT**

- (a) the acquisition agreement (the “**Acquisition Agreement**”) dated 18 June 2019 entered into amongst (I) (i) 瀋陽新地陽光百貨有限公司 (Shenyang Sunny World Department Store Company Limited\*); (ii) 新世界 (青島) 置地有限公司 (New World (Qingdao) Real Estate Company Limited\*); (iii) 青島陽光新地置業有限公司 (Qingdao Sunny World Real Estate Company Limited\*); (iv) 陽光百貨股份有限公司 (Sunny World Department Store Company Limited\*); (v) 江西新地酒店有限公司 (Jiangxi Sunny World Hotel Company Limited\*); (vi) 蘇州陽光新地置業有限公司 (Suzhou Sunny World Real Estate Company Limited\*); (vii) 蘇州新住大酒店有限公司 (Suzhou Sunny World Real Estate Company Limited\*); and (viii) 蘇州新地陽光百貨有限公司 (Suzhou Sunny World Department Store Company Limited\*) collectively as vendors; (II) (i) 南京陽光新地置業有限公司 (Nanjing Sunny World Real Estate Company Limited\*); (ii) 青島新地集團有限公司 (Qingdao Sunny World Group Company Limited\*); and (iii) 南昌陽光新地置業有限公司 (Nanchang Sunny World Real Estate Company Limited\*) collectively as warrantors; (III) (i) the Company; and (ii) 上海永升物業管理有限公司 (Shanghai Yongsheng Property Management Company Limited\*) collectively as purchasers in relation to the sale and purchase of 55% equity interests in 青島雅園物業管理有限公司 (Qingdao Yayuan Property Management Company Limited\*) (a copy of which is produced to the Meeting and marked “A” and initialed by the chairman of the Meeting for identification purpose) at the total consideration of RMB462 million and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company be and are hereby authorized to do all such acts, deeds and things and to sign, execute and deliver all such documents as they may, in their absolute discretion, consider necessary, desirable or expedient to give effect, determine, revise, supplement or complete any matters relating to or in connection with the Acquisition Agreement and the transactions contemplated thereunder respectively.”

By order of the Board  
**Ever Sunshine Lifestyle Services Group Limited**  
**Lin Zhong**  
*Chairman*

Shanghai, 14 August 2019

*Registered office:*  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman  
KY1-1111  
Cayman Islands

*Principal place of business in Hong Kong:*  
40th Floor, Sunlight Tower  
No. 248 Queen's Road East  
Wanchai, Hong Kong

*Notes:*

- (i) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it; a proxy need not be a shareholder of the Company.
- (ii) In the 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 the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.
- (iii) In order to be valid, a form of proxy must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) not less than 48 hours before the time appointed for the holding of the above meeting (i.e. before 2:00 p.m. on Saturday, 31 August 2019) or any adjournment thereof. The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (iv) The register of members of the Company will be closed from Wednesday, 28 August 2019 to Monday, 2 September 2019, both days [inclusive], to determine the entitlement of the shareholders to attend and vote at the above meeting, during which period no share transfers will be registered. All share transfer documents together with the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 27 August 2019.

*As at the date of this notice, the executive Directors are Mr. LIN Zhong and Mr. ZHOU Hongbin, the non-executive Directors are Mr. LIN Feng and Mr. GE Ming; and the independent non-executive Directors are Mr. MA Yongyi, Mr. WANG Peng and Mr. CHEUNG Wai Chung.*

*\* for identification purposes only*