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

If you have sold or transferred all your shares in Ever Sunshine Lifestyle Services Group Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Magnolia & Camomile Room, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 28 May 2019 at 1:00 p.m. is set out on pages 17 to 21 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the form of proxy accompanied with this circular in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting or any adjournment thereof if they so wish.

23 April 2019

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Magnolia & Camomile Room, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 28 May 2019 at 1:00 p.m. or any adjournment thereof (as the case may be), the notice of which is set out on pages 17 to 21 of this circular
“Articles of Association”	the articles of association of the Company as amended from time to time
“Best Legend Trust”	a trust established on 19 October 2018, for the purpose of a share incentive scheme to be adopted by the Company at least six months after listing of the Company on the Stock Exchange
“Board”	the board of directors of the Company
“Cayman Companies Law”	the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Ever Sunshine Lifestyle Services Group Limited, a company incorporated in the Cayman Islands with limited liability on 16 April 2018, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandates”	general mandates proposed to be granted to the Directors to allot and issue new Shares in the share capital of the Company of up to 20% of the total number of Shares of the Company in issue and to repurchase Shares not exceeding 10% of the total number of Shares of the Company in issue as at the date of passing of the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	Monday, 15 April 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	the date on which dealings in the Shares on the Stock Exchange first commenced, being 17 December 2018

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China excluding, for the purpose of this circular, Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Securities and Futures Ordinance”	the Securities and Futures Ordinance, (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)” or “Member(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers as amended time to time
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Lin Zhong
Mr. Zhou Hongbin

Registered office:

Cricket Square, Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111 Cayman Islands

Non-executive Directors:

Mr. Lin Feng
Mr. Ge Ming

Principal place of business in Hong Kong:

40th Floor, Sunlight Tower
No. 248 Queen's Road East
Wanchai, Hong Kong

Independent non-executive Directors:

Mr. Ma Yongyi
Mr. Wang Peng
Mr. Cheung Wai Chung

23 April 2019

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of Annual General Meeting and to provide you with information regarding the following proposed resolutions to be put forward at the Annual General Meeting: (i) the grant to the Directors of General Mandates to issue and repurchase Shares; and (ii) the re-election of the retiring Directors.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES

In order to ensure greater flexibility for the Company to issue new Shares, an ordinary resolution no. 6 will be proposed at the Annual General Meeting to grant to the Directors a general mandate to exercise the powers of the Company to allot and issue new Shares in the share capital of the Company of up to 20% of the total number of Shares in issue as at the date of the passing of the resolution in relation to such general mandate. As at the Latest Practicable Date, the Company had 1,536,400,000 Shares in issue. Subject to the passing of the ordinary resolution no. 6 and on the assumption that there is no change to the number of issued shares before the Annual General Meeting, the Company will be allowed to issue a maximum of 307,280,000 Shares in accordance with such general mandate.

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the general mandate to the Directors to exercise the powers of the Company to repurchase Shares, representing up to 10% of the total number of Shares in issue as at the date of the passing of the resolution in relation to such general mandate. In addition, subject to a separate approval of the ordinary resolution no. 8, the number of Shares repurchased by the Company under ordinary resolution no. 7 will also be added to the general mandate as mentioned in the ordinary resolution no. 6.

An explanatory statement required by the Listing Rules in connection with the General Mandates is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolutions at the Annual General Meeting.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 83(3) of the Articles of Association, Mr. Lin Zhong and Mr. Zhou Hongbin, the executive Directors, Mr. Lin Feng and Mr. Ge Ming, the non-executive Directors, Mr. Ma Yongyi, Mr. Wang Peng and Mr. Cheung Wai Chung, the independent non-executive Directors, will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

The details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

Mr. Ma Yongyi, Mr. Wang Peng and Mr. Cheung Wai Chung, who have served the Board as independent non-executive Directors since the Listing Date, have each made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. The Board is satisfied that, taking into account, inter alia, the valuable independent judgement, advice and objective views contributed by Mr. Ma Yongyi, Mr. Wang Peng and Mr. Cheung Wai Chung, all of them are of such character, integrity and experience commensurate with office of independent non-executive Directors. The Board is not aware of any circumstance that might influence the independence of Mr. Ma Yongyi, Mr. Wang Peng and Mr. Cheung Wai Chung.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS FOR ANNUAL GENERAL MEETING

The register of members of the Company will be closed from Thursday, 23 May 2019 to Tuesday, 28 May 2019, both days inclusive, during which period no share transfers can be registered.

In order to ensure the eligibility for attending and voting at the Annual General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, 22 May 2019.

FINAL DIVIDEND

The Board recommended the payment of a final dividend of HK\$0.0231 per Share of the Company for the year ended 31 December 2018. For the purpose of ascertaining Shareholders' entitlement to the proposed final dividend, from 1 June 2019 to 5 June 2019, both days inclusive, the register of members of the Company will be closed, and during that period no share transfer can be registered. In order to be eligible to receive the proposed final dividend, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 pm on 31 May 2019. The final dividend is subject to approval by the Shareholders at the Annual General Meeting and a resolution will be proposed to the Shareholders for voting at the Annual General Meeting.

NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 17 to 21 of this circular is the Notice of the Annual General Meeting at which ordinary resolutions will be proposed to the Shareholders to consider and approve, inter alia, (i) the grant to the Directors of General Mandates to issue Shares and repurchase Shares; and (ii) the re-election of the retiring Directors.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the website of the Stock Exchange (www.hkexnews.hk). Whether or not you intend to be present at the Annual General Meeting, you are requested to complete the form of proxy and return it to the Company's share registrar in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the Annual General Meeting. Completion and delivery of the form of proxy will not preclude Shareholders from attending and voting at the Annual General Meeting if they so wish.

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. Therefore, voting on all resolutions set out in the Notice of Annual General Meeting shall be taken by way of poll.

LETTER FROM THE BOARD

On a poll, every Shareholder present in person or by proxy or (being a corporation) by its duly authorised representative shall have one vote for each share registered in his/her name in the register. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way. As at the Latest Practicable Date, to the extent the Company is aware, having made all reasonable enquires, no Shareholder has to abstain from voting on any of the proposed resolutions. The results of the poll will be published on the websites of the Company and the Stock Exchange on the date of the Annual General Meeting.

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 purpose of giving information with regard to the Group. 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.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting to the Directors of the General Mandates and the re-election of the retiring Directors are in the best interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
**Ever Sunshine Lifestyle
Services Group Limited**
LIN Zhong
Chairman

The following are the details of the Directors proposed to be retired (as required by the Articles of Association of the Company), and being eligible, offer themselves for re-election at the Annual General Meeting.

Save as disclosed herein, none of these Directors (i) holds any directorships in other listed public companies in Hong Kong or overseas in the last three years; (ii) holds any other positions with the Company and its subsidiaries; and (iii) has any relationship with any Directors, senior management, substantial or controlling Shareholders (as defined under the Listing Rules).

DIRECTOR CANDIDATES

Mr. LIN Zhong (林中), aged 50, was appointed as our Director on April 16, 2018 and redesignated as our executive Director and appointed as the chairman of our Board on July 25, 2018. Mr. Lin Zhong is the chairman of the strategy committee and the nomination committee and a member of the remuneration committee of the Company. Mr. Lin Zhong is primarily responsible for overall strategic decisions, business planning and major operational decisions. Mr. Lin Zhong has been serving as the director of Shanghai Yongsheng Property Management Co., Ltd. since its establishment and served as the chairman of the board from October 2016 to March 2018.

Prior to joining our Group, Mr. Lin Zhong has been serving as the chairman and director of the board at CIFI Group Co., Ltd. (stock code: 0884) since August 2000, where he is responsible for overall business planning and significant decisions in business operations. Since May 2011, he has been serving as an executive director and the chairman of the board at CIFI Holdings (Group) Co. Ltd., where he is responsible for formulating corporate strategies, business development and overall management.

Mr. Lin Zhong was appointed as an honorary chairman of Shanghai Sub-Chamber of National Real Estate Chamber of Commerce (全國房地產商會聯盟上海聯合會) in 2013, the vice chairman of Shanghai Population Welfare Foundation (上海市人口福利基金會) in 2014 and an honorary chairman of Fujian Chamber of Commerce in Shanghai (上海市福建商會) and the legal representative of Xiamen Chamber of Commerce in Shanghai (上海市廈門商會) in 2016.

Mr. Lin Zhong graduated from Xiamen University (廈門大學) in the PRC in July 1990, where he obtained a bachelor degree in economics. He graduated from Cheung Kong Graduate School of Business (長江商學院) in the PRC in October 2009, where he obtained an executive master of business administration degree.

Mr. Lin Zhong is the brother of Mr. Lin Feng, one of our non-executive Directors.

A service contract has been entered into between Mr. Lin Zhong and the Company for a term of three years commencing from the Listing Date and continue thereafter, subject to rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Lin Zhong is determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Mr. Lin Zhong did not receive any Director's fee, salaries, allowances, benefit in kind and performance related discretionary bonuses for acting as executive Director of the Company for the year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Lin Zhong is interested in long position of 1,057,000,000 Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

In relation to the proposed re-election of Mr. Lin as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. ZHOU Hongbin (周洪斌), aged 49, was appointed as our executive Director on July 25, 2018 and has been the president of our Group since he joined in December 2017. Mr. Zhou Hongbin is a member of the strategy committee of the Company. Mr. Zhou Hongbin is primarily responsible for overall business operations and management, major decision making and executing the decisions of our Board.

Prior to joining our Group, from July 1992 to July 1997, Mr. Zhou Hongbin served as a deputy director of finance department at CCTEG Chongqing Engineering Co., Ltd. (中煤科工集團重慶設計研究院有限公司), an institute mainly engaged in mining engineering, construction engineering and municipal construction, where he was responsible for daily financial accounting. From July 1997 to January 2003, Mr. Zhou Hongbin served as an accounting supervisor at Chongqing Longhu Properties Co., Ltd. (重慶龍湖地產發展有限公司) (formerly known as Chongqing Zhongjianke Real Estate Co., Ltd. (重慶中建科置業有限公司)), a company mainly engaged in property development and indirectly wholly owned by Longfor Group Holdings Co., Ltd. (龍湖集團控股有限公司) (formerly known as Longfor Properties Co., Ltd. (龍湖地產有限公司)) which is listed on the Stock Exchange (stock code: 0960), where he was primarily responsible for financial accounting, financial analysis and fund management. From January 2003 to August 2007, he served as a deputy general manager at Chongqing Longhu Real Estate Development Co., Ltd. Commercial Management Branch Office (重慶龍湖地產發展有限公司商業經營管理分公司), where he was responsible for daily management, investment promotion, business development and shopping mall management. From August 2007 to December 2014, he served as the chairman of the board, general manager of the company and general manager of the property management department at Longhu Property Service Co., Ltd. (龍湖物業服務集團有限公司) and was responsible for overall management and development and property management. From January 2015 to December 2017, he served as a senior vice president at Beijing Qianding Internet Company Limited (北京千丁互聯科技有限公司), a company offering value added services to residential communities, where he was responsible for platform operations and market development.

Mr. Zhou Hongbin has been serving as a vice president at China Property Management Institute (中國物業管理協會) since October 2014, a deputy director at China Property Management Institute Industry Development Research Center (中國物業管理協會行業發展研究中心) since March 2014.

Mr. Zhou Hongbin graduated from China University of Mining and Technology (中國礦業大學) in the PRC in July 1992, where he obtained a bachelor degree in accounting.

A service contract has been entered into between Mr. Zhou Hongbin and the Company for a term of three years commencing from the Listing Date and continue thereafter, subject to rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Zhou Hongbin is determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Mr. Zhou Hongbin did not receive any Director's fee for acting as executive Director of the Company for the year ended 31 December 2018. However, he received a sum of RMB3,088,000 being salaries, allowances, benefit in kind and performance related discretionary bonuses in respect of his position as president of the Company for the year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Zhou Hongbin did not have any interests in Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

In relation to the proposed re-election of Mr. Zhou Hongbin as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. LIN Feng (林峰), aged 43, was appointed as our non-executive Director and the deputy chairman of our Board on July 25, 2018. Mr. Lin Feng is a member of the strategy committee and audit committee of the Company. Mr. Lin Feng is primarily responsible for provision of guidance for the overall development of our Group. Mr. Lin Feng served as the director of Shanghai Yongsheng Property Management Co., Ltd. from October 2016 to March 2018 and re-designated as the director in June 2018.

Since November 2001, Mr. Lin Feng served in various positions at CIFI Group Co., Ltd. (Stock Code: 0884) including sales director from November 2001 to June 2003, where he was responsible for market development, financial director from July 2003 to November 2008, where he was responsible for financial management and president since November 2008, where he is responsible for overall management in operation decisions. He has been serving as an executive director and the chief executive officer at CIFI Holdings (Group) Co. Ltd. since May 2011, where he is responsible for overseeing business operations and overall management.

Mr. Lin Feng was awarded the "Shanghai Youth Five Four Medal" by the Communist Youth League Shanghai Committee (共青團上海市委員會) in April 2013 and the "Outstanding Builder of Socialism with Chinese Characteristics in the Putuo District of Shanghai" by Shanghai Putuo Committee of the Communist Party of China (中共上海市普陀區委員會) in November 2013. From May 2015 to May 2017, Mr. Lin Feng served as the rotational director of Zhongcheng Alliance General Manager 3C Meeting (中城聯盟總經理3C會). Mr. Lin Feng also served as the deputy of the 14th and 15th National People's Congress of Putuo District.

Mr. Lin Feng graduated from Xiamen University (廈門大學) in the PRC in July 1998, where he obtained a bachelor degree in economics. He graduated from University of Dundee in the United Kingdom in July 2001, where he obtained a master degree in business administration.

Mr. Lin Feng is the brother of Mr. Lin Zhong, one of the executive Directors.

A letter of appointment has been entered into between Mr. Lin Feng and the Company for a term of three years commencing from the Listing Date and continue thereafter, subject to rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Lin Feng is determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Mr. Lin Feng did not receive any Director's fee, salaries, allowances, benefit in kind and performance related discretionary bonuses for acting as non-executive Director of the Company for the year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Lin Feng is interested in long position of 1,057,000,000 Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

In relation to the proposed re-election of Mr. Lin Feng as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. GE Ming (葛明), aged 39, was appointed as our non-executive Director on July 25, 2018. Mr. Ge is primarily responsible for provision of guidance for the overall development of our Group.

From September 2008 to October 2009, Mr. Ge Ming served as a general manager at Shanghai Tonghe Management Consultation Company Limited (上海通和企業諮詢公司), a company mainly engaged in management consultation, where he was responsible for providing consultation services in human resources management and administration. From October 2009 to April 2012, he served as a director of human resources and a member of the executive committee at Oriental Cambridge Education Group (東方劍橋教育集團), where he was responsible for overall management in human resources. Since April 2012, he worked at CIFI Group Co., Ltd. and served in various positions including human resources director from April 2012 to June 2016, assistant president from June 2016 to December 2017 and vice president and general manager of human resources center since January 2018.

Mr. Ge Ming graduated from Fudan University (復旦大學) in the PRC in July 2002, where he obtained a bachelor degree in international finance. Mr. Ge Ming graduated from China Europe International Business School (中歐國際工商學院) in the PRC in August 2018, where he obtained a master degree in business management.

A letter of appointment has been entered into between Mr. Ge Ming and the Company for a term of three years commencing from the Listing Date and continue thereafter, subject to rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Ge Ming is determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Mr. Ge Ming did not receive any Director's fee, salaries, allowances, benefit in kind and performance related discretionary bonuses for acting as non-executive Director of the Company for the year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Ge Ming did not have any interests in Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

In relation to the proposed re-election of Mr. Ge Ming as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. MA Yongyi (馬永義), aged 54, was appointed as our independent non-executive Director on November 26, 2018. Mr. Ma Yongyi is a member of the audit committee, the remuneration committee and the nomination committee of the Company.

In February 2004, Mr. Ma Yongyi joined Beijing National Accounting Institute (北京國家會計學院) and successively served as the director of the distance education center from February 2004 to September 2008 and the director of the administrative office from September 2008 to December 2015 and has been serving as the director of teacher management committee since January 2016.

Since April 2014, Mr. Ma Yongyi has been serving as an independent supervisor at Chanjet Information Technology Company Limited (暢捷通資訊技術股份有限公司), a company listed on the Stock Exchange (stock code: 1588). Since April 2016, he has been serving as an independent director at Zhejiang Dun'an Artificial Environmental Company Limited (浙江盾安人工環境股份有限公司), a company listed on the Shenzhen Stock Exchange (stock code: 002011). Since February 2018, he has been serving as an external supervisor at China Development Bank Financial Leasing Co., Ltd. (國銀金融租賃股份有限公司), a company listed on the Stock Exchange (stock code: 1606).

Mr. Ma Yongyi graduated from the Central University of Finance and Economics (中央財經大學) (formerly known as Central College of Finance and Economics (中央財政金融學院) in the PRC and obtained a bachelor degree of accounting in June 1989 and a doctorate degree in management in June 2003.

A letter of appointment has been entered into between Mr. Ma Yongyi and the Company for a term of three years commencing from the Listing Date and continue thereafter, subject to rotation and re-election in accordance with the Articles of Association. The remuneration of Ma Yongyi is determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Mr. Ma Yongyi is currently entitled to an annual Director's fee in the sum of RMB200,000 or such other sum as the remuneration committee of the Board may from time to time decide. Save as the above disclosure, Mr. Ma Yongyi did not receive any salaries, allowances, benefit in kind and performance related discretionary bonuses for acting as independent non-executive Director of the Company for the year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Ma Yongyi did not have any interests in Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

In relation to the proposed re-election of Mr. Ma Yongyi as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. WANG Peng (王鵬), aged 42, was appointed as our independent non-executive Director on November 26, 2018. Mr. Wang Peng is the chairman of the remuneration committee and a member of the nomination committee of the Company.

Since July 2003, Mr. Wang Peng successively served as a director of publicity department, deputy secretary general, secretary general and vice president at China Property Management Institute, an industry association of property management enterprises, where he is responsible for administration, human resources, financial budgeting and internal management. Since August 2017, he has been serving as an independent non-executive director at A-Living Services Co., Ltd. (雅居樂雅生活服務股份有限公司), a company listed on the Stock Exchange (stock code: 3319).

Mr. Wang Peng graduated from Hebei University of Technology (河北工業大學) in the PRC in January 2015, where he obtained an executive master of business administration degree.

A letter of appointment has been entered into between Mr. Wang Peng and the Company for a term of three years commencing from the Listing Date and continue thereafter, subject to rotation and re-election in accordance with the Articles of Association. Mr. Wang Peng did not receive any Director's fee, salaries, allowances, benefit in kind and performance related discretionary bonuses for acting as independent non-executive Director of the Company for the year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Wang Peng did not have any interests in Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

In relation to the proposed re-election of Mr. Wang Peng as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

Mr. CHEUNG Wai Chung (張偉聰), aged 48, was appointed as our independent non-executive Director on November 26, 2018. Mr. Cheung Wai Chung is the chairman of the audit committee of the Company.

From September 1995 to January 1998, he initially served as an investment junior manager and then was promoted to an assistant manager II at Sun Hung Kai Real Estate Agency Ltd. (新鴻基地產代理有限公司), a wholly-owned subsidiary of Sun Hung Kai Properties Limited (新鴻基地產發展有限公司) which is listed on the Stock Exchange (stock code: 0016). From January 1998 to March 2000,

he served as an assistant investment manager and then was promoted to a deputy investment manager at China Travel International Investment Hong Kong Limited (香港中旅國際投資有限公司), a company listed on the Stock Exchange (stock code: 0308). From March 2000 to April 2001, he served as a project manager at CDC Corporation (formerly known as Chinadotcom Corporation), a company mainly engaged in the provision of online information. From May 2001 to January 2009, he successively served as a research director and portfolio manager at HSZ (Hong Kong) Limited and portfolio manager at Nomura Asset Management Hong Kong Limited (野村投資管理香港有限公司), both companies are engaged in investment management. In November 2012, he joined Culturecom Enterprises Limited (文化傳信企業有限公司), a subsidiary of Culturecom Holdings Limited (文化傳信集團有限公司) which is listed on the Stock Exchange (stock code: 0343), and served as the president and chief financial officer until December 2016. Since January 2017, he has been serving as a senior consultant at RHL International Limited (永利行國際有限公司), a company mainly engaged in corporate valuation and advisory.

Mr. Cheung Wai Chung graduated from The Chinese University of Hong Kong in December 1992, where he obtained a bachelor degree in business administration. He has been a member and a fellow of The Association of Chartered Certified Accountants since March 1996 and March 2001, respectively, and a charter holder of Chartered Financial Analyst awarded by the Association for Investment Management and Research since November 1999.

A letter of appointment has been entered into between Mr. Cheung Wai Chung and the Company for a term of three years commencing from the Listing Date and continue thereafter, subject to rotation and re-election in accordance with the Articles of Association. The remuneration of Mr. Cheung Wai Chung is determined by the Board with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market conditions. Mr. Cheung Wai Chung is currently entitled to an annual Director's fee in the sum of RMB200,000 or such other sum as the remuneration committee of the Board may from time to time decide. Save as the above disclosure, Mr. Cheung Wai Chung did not receive any salaries, allowances, benefit in kind and performance related discretionary bonuses for acting as independent non-executive Director of the Company for the year ended 31 December 2018.

As at the Latest Practicable Date, Mr. Cheung Wai Chung did not have any interests in Shares or underlying shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

In relation to the proposed re-election of Mr. Cheung Wai Chung as a Director, there is no information which is discloseable nor is/was he involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to (v) of the Listing Rules, and there is no other matter that needs to be brought to the attention of the Shareholders.

This explanatory statement, as listed below, contains all reasonable information required under the Listing Rules for Shareholders to make an informed decision regarding the resolutions for the General Mandates.

REPURCHASE MANDATE

As at the Latest Practicable Date, the Company had 1,536,400,000 Shares in issue. Subject to the passing of the resolution granting the General Mandates and on the assumption that there is no change to the number of issued shares before the Annual General Meeting, the Company will, in accordance with the General Mandates, be allowed to repurchase a maximum of 153,640,000 Shares which represent 10% of the total number of shares of the Company in issue as at the date of the passing of the resolution.

REASONS AND FUNDING OF THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general mandate from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and Articles of Association of the Company and the Cayman Companies Law. The Cayman Companies Law provide that payment for a share repurchase may only be made out of profits or the proceeds of a new issue of Shares made for such purpose or, subject to the Cayman Companies Law, out of capital of the Company. The amount of premium payable on the repurchase of Shares in accordance with the Cayman Companies Law may only be paid out of either the profits or out of the share premium account of the Company. In addition, under the laws of the Cayman Islands, payment out of share capital by the Company for the repurchase of its own shares is unlawful unless immediately following the date on which the payment is proposed to be made, the Company shall be able to repay its debts as they fall due in the ordinary course of business.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase Shares in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the general mandate to repurchase Shares is to be exercised in full at the current prevailing market value, it may have a material adverse impact on the working capital and the gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2018, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the mandate to repurchase Shares to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

GENERAL

To the best of their knowledge, having made all reasonable enquiries, none of the Directors or any of their close associates, as defined in the Listing Rules, currently intend to sell any Shares to the Company or its subsidiaries, if the General Mandates is exercised.

The Directors have undertaken to the Stock Exchange that, so far as the relevant requirements are applicable, they will exercise the General Mandates in accordance with the Listing Rules, the Articles of Association, the Cayman Companies Law and applicable laws of the Cayman Islands.

No core connected person, as defined in the Listing Rules, has notified the Company that he has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the General Mandates are exercised.

If as a result of a repurchase of Shares in accordance with the General Mandates, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a result of any repurchase of Shares pursuant to the General Mandates.

As at the Latest Practicable Date, Elite Force Development Limited held 440,000,000 Shares, representing approximately 28.64% of the total number of Shares in issue. Elite Force Development Limited is owned as to 50% by Mr. Lin Zhong, 25% by Mr. Lin Feng and 25% by Mr. Lin Wei.

As at the Latest Practicable Date, Best Legend Development (PTC) Limited held 287,000,000 Shares, representing approximately 18.68% of the total number of Shares in issue. Best Legend Development (PTC) Limited is a private trust company limited by shares incorporated in the British Virgin Islands and wholly owned by Mr. Lin Feng as a special purpose vehicle to hold Shares as the trustee of the Best Legend Trust.

As at the Latest Practicable Date, Spectron Enterprises Limited held 330,000,000 Shares, representing approximately 21.48% of the total number of Shares in issue. Spectron Enterprises Limited is wholly owned by Xu Sheng Limited, which in turn is wholly owned by CIFI Holdings (Group) Co. Ltd.. CIFI Holdings (Group) Co. Ltd. (stock code: 0884) is an exempted company with limited liability incorporated in the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange. By virtue of the Securities and Futures Ordinance, Mr. Lin Zhong and Mr. Lin Feng are deemed to be interested in the Shares held by Spectron Enterprises Limited.

In terms of parties acting in concert, Mr. Lin Zhong, Mr. Lin Feng and Mr. Lin Wei are parties to an acting in concert deed. Mr. Lin Zhong, Mr. Lin Feng and Mr. Lin Wei are parties presumed to be acting in concert with each other under the Takeovers Code and are deemed to have an aggregate interest of 1,057,000,000 Shares, representing approximately 68.80% of the total number of Shares in issue. In the event that the Directors exercise in full the power to repurchase Shares which is granted pursuant to the General Mandates, (assuming no issue or repurchase of Shares prior to the Annual General Meeting), the shareholding in the Company in which Mr. Lin Zhong, Mr. Lin Feng and Mr. Lin Wei are deemed to have interest would be increased to approximately 76.44% of the total number of Shares in issue. Such increase will not give rise to an obligation to make a mandatory offer. The Directors have no present intention to exercise the the power to repurchase Shares under the General Mandates to such an extent so as to trigger a mandatory offer.

The Listing Rules prohibit a repurchase if the repurchase of Shares on the Stock Exchange would lead to less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares (whether on the Stock Exchange or otherwise) have been made by the Company in the six months preceding the Latest Practicable Date.

SHARE PRICES

The highest and lowest traded prices for Shares recorded on the Stock Exchange from the Listing Date to the Latest Practicable Date were as follows:

Month	Highest traded price HK\$	Lowest traded price HK\$
2018		
December	1.82	1.59
2019		
January	2.19	1.74
February	3	2.09
March	3.58	2.6
April (up to the Latest Practicable Date)	3.65	3.06

NOTICE OF ANNUAL GENERAL MEETING



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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of Ever Sunshine Lifestyle Services Group Limited (the “**Company**”) will be held at Magnolia & Camomile Room, Kowloon Shangri-La, Hong Kong, 64 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Tuesday, 28 May 2019 at 1:00 p.m. for the following purposes:

ORDINARY BUSINESS

1. To receive, consider, and adopt the Company’s audited consolidated financial statements and the reports of the Directors and auditors for the year ended 31 December 2018.
2. To declare a final dividend of HK\$0.0231 per Share for the year ended 31 December 2018;
3.
 - (i) To re-elect Mr. Lin Zhong as an executive Director;
 - (ii) To re-elect Mr. Zhou Hongbin as an executive Director;
 - (iii) To re-elect Mr. Lin Feng as a non-executive Director;
 - (iv) To re-elect Mr. Ge Ming as a non-executive Director;
 - (v) To re-elect Mr. Ma Yongyi as an independent non-executive Director;
 - (vi) To re-elect Mr. Wang Peng as an independent non-executive Director;
 - (vii) To re-elect Mr. Cheung Wai Chung as an independent non-executive Director;
4. To authorise the board of directors to fix the remuneration of the Directors.
5. To re-appoint BDO Limited as auditors and authorise the Board of Directors to fix their remuneration.
6. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

NOTICE OF ANNUAL GENERAL MEETING

“That:

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue or otherwise deal with additional shares in the capital of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the total number of shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted issued or otherwise dealt with (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period pursuant to paragraph (i) above, otherwise than pursuant to (1) a Rights Issue (as hereinafter defined); or (2) the grant or exercise of any option under the option scheme of the Company or any other option, scheme or similar arrangement for the time being adopted or to be adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of shares or rights to acquire shares of the Company; or (3) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company in force from time to time; or (4) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into shares of the Company, shall not exceed 20% of the total number of shares of the Company in issue as at the date of passing this resolution and the said approval shall be limited accordingly;
- (iv) for the purpose of this resolution:
 - (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (1) the conclusion of the next annual general meeting of the Company;
 - (2) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and

NOTICE OF ANNUAL GENERAL MEETING

(3) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

(b) “**Rights Issue**” means an offer of shares in the capital of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the directors of the Company to holders of shares in the capital of the Company whose names appear on the register of members on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense which may be involved in determining the exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”;

7. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“**That:**

- (i) subject to paragraph (ii) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares of the Company on The Stock Exchange of Hong Kong Limited or on any other stock exchange recognised for this purpose by the Securities and Futures Commission and The Stock Exchange of Hong Kong Limited under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;
- (ii) the total number of shares of the Company, which may be repurchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the total number of shares of the Company in issue at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the directors and which are still in effect be and are hereby revoked; and
- (iv) for the purpose of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the expiration of the period within which the next annual general meeting of the Company is required by any applicable law or the articles of association of the Company to be held; and
 - (c) the revocation or variation of the authority given under this resolution by ordinary resolution of the shareholders of the Company in general meeting.”; and
8. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

“**That** conditional upon the resolutions numbered 6 and 7 set out in the notice convening this meeting being passed, the General Mandates granted to the directors of the Company to exercise the powers of the Company to allot, issue and otherwise deal with additional shares of the Company and to make or grant offers, agreements and options which might be required for the exercise of such powers pursuant to the ordinary resolution numbered 6 set out in the notice convening this meeting be and is hereby extended by the addition to the total number of shares of the Company which may be allotted by the directors pursuant to such general mandates in the resolution numbered 6 by such number of shares bought back by the Company under the authority granted pursuant to ordinary resolution numbered 7 set out in the notice convening this meeting, provided that such amount shall not exceed 10% of the total number of shares of the Company in issue at the date of passing of the said resolutions.”

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

Hong Kong, 23 April 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) Ordinary resolution numbered 8 will be proposed to the shareholders for approval provided that ordinary resolutions numbered 6 and 7 above are passed by the shareholders.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint another person as his/her proxy to attend and vote on behalf of him/her; a proxy need not be a shareholder of the Company.

NOTICE OF ANNUAL GENERAL MEETING

- (iii) 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 in respect of such share shall alone be entitled to vote in respect thereof.
- (iv) In order to be valid, a form of proxy must be deposited the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 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 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.
- (v) For determining the entitlement to attend and vote at the above meeting, the transfer books and register of members will be closed from Thursday, 23 May 2019 to Tuesday, 28 May 2019 both days inclusive, during which period no share transfers can be registered. In order to be eligible to attend and vote at the above meeting, unregistered holders of shares of the Company should ensure that all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's Share Registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Wednesday, 22 May 2019.
- (vi) For the purpose of ascertaining Shareholders' entitlement to the proposed final dividend, from 1 June 2019 to 5 June 2019, both days inclusive and during which period no share transfer will be effected. In order to establish entitlements to the proposed final dividend, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 pm on 31 May 2019.
- (vii) In respect of ordinary resolutions numbered 3(i) to 3(vii) above, Mr. Lin Zhong, Mr. Zhou Hongbin, Mr. Lin Feng, Mr. Ge Ming, Mr. Ma Yongyi, Mr. Wang Peng and Mr. Cheung Wai Chung shall retire and being eligible, will offer themselves for re-election at the above meeting. The biographical details of the above retiring directors are set out in Appendix I to the accompanied circular dated 23 April 2019.
- (viii) In respect of the ordinary resolution numbered 6 above, the directors wish to state that they have no immediate plans to issue any new shares of the Company. Approval is being sought from the shareholders as a general mandate for the purposes of the Listing Rules.
- (ix) In respect of ordinary resolution numbered 7 above, the directors wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate for the benefits of shareholders. The Explanatory Statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the accompanied circular dated 23 April 2019.

As at the date of this announcement, 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.