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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 a 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 CIFI Ever Sunshine Services Group Limited, you should at once hand this circular 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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CIFI Ever Sunshine Services Group Limited

旭辉永升服务集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1995)

**PROPOSED REMOVAL OF DIRECTOR
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms on this cover page shall have the same meanings as those defined in “Definitions” in this circular, unless the context requires otherwise.

A notice convening the EGM to be held at No.1 Conference Room, 9/F, Building 39 Henderson CIFI Centre, Lane 1088, Shenhong Road, Minhang District, Shanghai, the PRC on Tuesday, 14 December 2021 at 2:00 p.m. is set out on pages 5 to 6 of this circular. A form of proxy for use at the EGM is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.cifies.com).

Shareholders who intend to appoint a proxy to attend and vote at the EGM are requested to complete the form of proxy 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 17M 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 EGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the EGM or any adjournment thereof (as the case may be) should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

19 November 2021

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DEFINITIONS

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

“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of directors of the Company
“Company”	CIFI Ever Sunshine Services Group Limited (旭辉永升服务集团有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 16 April 2018 and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at No.1 Conference Room, 9/F, Building 39 Henderson CIFI Centre, Lane 1088, Shenhong Road, Minhang District, Shanghai, the PRC on Tuesday, 14 December 2021 at 2:00 p.m. for the purpose of considering and, if thought fit, approving, among other things, the Proposed Removal
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Member(s)” or “Shareholder(s)”	holder(s) of the Share(s)
“PRC”	the People’s Republic of China and, for the purpose of this circular, excludes Hong Kong, Taiwan and the Macau Special Administrative Region
“Proposed Removal”	the proposed removal of Mr. Wang Peng as an independent non-executive Director
“Share(s)”	ordinary share(s) of par value of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

Should there be any discrepancy between English and Chinese versions of this circular, the English version shall prevail.

LETTER FROM THE BOARD



CIFI Ever Sunshine Services Group Limited

旭辉永升服务集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1995)

Executive Directors

Mr. Lin Zhong (*Chairman*)

Mr. Zhou Hongbin

Mr. Zhou Di

Registered Office:

Cricket Square, Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Non-executive Director

Mr. Lin Feng

Principal Place of Business in Hong Kong:

40th Floor, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai, Hong Kong

Independent Non-executive Directors

Mr. Ma Yongyi

Mr. Wang Peng

Mr. Yu Tiecheng

Mr. Cheung Wai Chung

19 November 2021

To the Shareholders

Dear Sir or Madam,

PROPOSED REMOVAL OF DIRECTOR

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

Reference is made to the announcement of the Company dated 16 November 2021. The purpose of this circular is to provide the Shareholders with details of the Proposed Removal and a notice convening the EGM to consider and, if thought fit, approve the Proposed Removal.

PROPOSED REMOVAL OF DIRECTOR

As disclosed in the announcement of the Company dated 16 November 2021, the Board has resolved to convene a general meeting of the Company for the purpose of considering the Proposed Removal in accordance with the Articles based on the reasons set forth below.

LETTER FROM THE BOARD

Mr. Wang Peng has been uncontactable since August 2021 and has not attended any meetings of the Board for at least 3 consecutive months without special leave of absence from the Board. The Board considers that Mr. Wang Peng has failed to devote sufficient time to attend to the Group's affairs and to discharge his duties and responsibilities in the capacity as an independent non-executive Director, and it would be in the interests of the Company and its shareholders as a whole to remove Mr. Wang Peng from the office of an independent non-executive Director pursuant to the Articles.

Saved as disclosed above, to the best of the Directors' knowledge, information and belief, the Board is not aware of any disagreement between Mr. Wang Peng and the Board or any matters that need to be brought to the attention of the Shareholders, and there will not be any material adverse effect on the operations of the Group if the Proposed Removal becomes effective.

Pursuant to Article 83(5) of the Articles, the Members may, at any general meeting convened and held in accordance with the Articles, by ordinary resolution remove a Director at any time before the expiration of his period of office notwithstanding anything to the contrary in the Articles or in any agreement between the Company and such Director (but without prejudice to any claim for damages under any such agreement).

The Board, having considered the reasons as set forth above, resolved to put forward a resolution at the EGM to consider and, if thought fit, approve the Proposed Removal. The Proposed Removal is subject to the approval by the Shareholders by way of an ordinary resolution at the EGM.

EGM

Set out on pages 5 to 6 of this circular is the notice of the EGM at which ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Proposed Removal.

A form of proxy for use at the EGM is enclosed. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cifies.com). Shareholders who intend to appoint a proxy to attend and vote at the EGM are requested to complete the form of proxy and return it to the Company in accordance with the instructions printed thereon not less than 48 hours before the time fixed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude the Shareholders from attending and voting at the EGM or any adjournment thereof (as the case may be) if they so wish and, in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands, if any. The chairman of the EGM will therefore put the resolution be proposed at the EGM to be voted by way of a poll. The poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cifies.com) pursuant to Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

Having taken into consideration the reasons for the Proposed Removal as set out in the letter, the Directors (except Mr. Wang Peng) consider that the Proposed Removal is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors (except Mr. Wang Peng) recommend the Shareholders to vote in favour of the resolution approving the Proposed Removal at the EGM.

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

NOTICE OF EXTRAORDINARY GENERAL MEETING



CIFI Ever Sunshine Services Group Limited

旭辉永升服务集团有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1995)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of CIFI Ever Sunshine Services Group Limited (the “**Company**”) will be convened and held at No.1 Conference Room, 9/F, Building 39 Henderson CIFI Centre, Lane 1088, Shenhong Road, Minhang District, Shanghai, the PRC on Tuesday, 14 December 2021 at 2:00 p.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT** Mr. Wang Peng be and is hereby removed as an independent non-executive director of the Company with effect from the date of passing of this resolution.”

By order of the Board
CIFI Ever Sunshine Services Group Limited
LIN Zhong
Chairman

Hong Kong, 19 November 2021

Registered office:
Cricket Square, Hutchins Drive
PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

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

Notes:

1. A shareholder entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her; a proxy need not be a shareholder of the Company.
2. 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.

NOTICE OF EXTRAORDINARY GENERAL MEETING

3. 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 17M 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 Meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the Meeting or any adjourned meeting thereof (as the case may be) if they so wish and, in such event, such form of proxy shall be deemed to be revoked.

4. For determining the entitlement to attend and vote at the Meeting, the transfer books and register of members will be closed from Thursday, 9 December 2021 to Tuesday, 14 December 2021 (both days inclusive), during which period no share transfers can be registered. In order to be eligible to attend and vote at the 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, 8 December 2021.

As at the date of this circular, the executive directors of the Company are Mr. LIN Zhong, Mr. ZHOU Hongbin and Mr. ZHOU Di; the non-executive director of the Company is Mr. LIN Feng; and the independent non-executive directors of the Company are Mr. MA Yongyi, Mr. WANG Peng, Mr. YU Tiecheng and Mr. CHEUNG Wai Chung.