

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 E-Star Commercial Management Company Limited, you should at once hand this circular to the purchaser(s) or transferee(s) or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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E-Star Commercial Management Company Limited
星盛商業管理股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6668)

CONNECTED TRANSACTION
PROPOSED AMENDMENTS TO THE DEED OF NON-COMPETITION
AND
NOTICE OF EGM

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



Capitalized terms used on this cover page shall have the same meanings as defined in this circular, unless the context requires otherwise.

A letter from the Board is set out on pages 5 to 12 of this circular. A letter from the Independent Board Committee is set out on pages 13 to 14 of this circular and a letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee and the Independent Shareholders is set out on pages 15 to 29 of this circular.

A notice convening the EGM to be held on Wednesday, 19 March 2025 at 10 a.m. at 33F, Building A, Galaxy World, 1 Yabao Road, Longgang District, Shenzhen, Guangdong Province, China is set out on pages 37 to 38 of this circular.

Whether or not you intend to be present and vote at the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (i.e. not later than 10 a.m. on Monday, 17 March 2025) or any adjourned meeting (as the case may be). The completion of a form of proxy will not preclude you from attending and voting at the EGM in person should you so wish, and in such case, the authority of your proxy will be revoked.

All times and dates specified herein refers to Hong Kong local times and dates.

16 January 2025

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DEFINITIONS

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

“Amendment Deed”	the amendment deed to the Original Deed of Non-Competition entered into between Mr. Huang and the Company on 13 December 2024
“Announcement”	the announcement of the Company dated 13 December 2024 in relation to the Amendment Deed
“associate”	has the meaning ascribed to the term under the Listing Rules
“Board”	the board of Directors
“close associate”	has the meaning ascribed to the term under the Listing Rules
“Company”	E-Star Commercial Management Company Limited (星盛商業管理股份有限公司), a company incorporated in the Cayman Islands as an exempted company with limited liability on 13 September 2019, the Shares of which are listed on the Main Board of the Stock Exchange
“Condition Precedent”	the condition precedent as stipulated under the Amendment Deed
“connected person”	has the meaning ascribed to the term under the Listing Rules
“controlling shareholder”	has the meaning ascribed to the term under the Listing Rules
“Controlling Shareholder Existing Business”	the operation of micro-financing business in Shenzhen by Shenzhen Yinshuntong
“Director(s)”	the director(s) of the Company

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and approve the Amendment Deed and the proposed amendments to the Original Deed of Non-competition thereunder
“Exceptions”	exceptions to the non-competition undertakings given by Mr. Huang under the Original Deed of Non-competition as set out in clause 4 of the Original Deed of Non-competition
“Excluded Businesses”	the businesses invested in by Mr. Huang other than that of the Group, including property development, property management services mainly for the residential properties, finance services, leisure entertainment and industrial park operation
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Board Committee”	the independent board committee of the Board, comprising all the independent non-executive Directors, namely Mr. Guo Zengli, Dr. Zhang Jinghua and Ms. Wan Hoi Lam, formed for the purpose of advising the Independent Shareholders in relation to the Amendment Deed
“Independent Financial Adviser” or “Maxa Capital”	Maxa Capital Limited, a corporation licensed under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong) to carry out Type 1 regulated activities (dealing in securities) and Type 6 regulated activities (advising on corporate finance), being the Independent Financial Adviser appointed to advise the Independent Board Committee and Independent Shareholders in relation to the Amendment Deed
“Independent Shareholders”	the Shareholders other than those with a material interest in the proposed transaction, including Mr. Huang and his associates

DEFINITIONS

“Latest Practicable Date”	8 January 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information for inclusion in this circular
“Listing”	the listing of the Shares on the Main Board of the Stock Exchange on 26 January 2021
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules
“Mr. Huang”	Mr. Huang Chu-long, a controlling shareholder of the Company
“New Business”	the micro-financing business proposed to be commenced by the Company in cities other than Shenzhen in Guangdong Province of China
“Original Deed of Non-competition”	the deed of non-competition entered into between Mr. Huang and the Company on 12 January 2021
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Prospectus”	the prospectus of the Company dated 14 January 2021
“Restricted Business”	any business that directly or indirectly competes, or may compete, with the Group’s business, including but not limited to the provision of property management or commercial property operational services to shopping centres
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) in the share capital of the Company with nominal value of HK\$0.01 each
“Shareholder(s)”	holder(s) of the Shares of the Company
“Shenzhen Yinshuntong”	Shenzhen Yinshuntong Microfinance Co., Ltd.* (深圳市銀順通小額貸款有限公司), a limited liability company established in the PRC, which is indirectly wholly-owned by Mr. Huang
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

If there is any inconsistency between the Chinese names of the PRC entities, enterprises or nationals and their English translations, the Chinese names shall prevail. The English translation of the PRC entities, enterprises or nationals which are marked with “” are for identification purpose only.*

Certain amounts and percentage figures set out in this circular have been subject to rounding adjustments.

LETTER FROM THE BOARD



E-Star Commercial Management Company Limited

星盛商業管理股份有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6668)

Executive Directors:

Mr. Huang De-Lin Benny

Mr. Chen Qunsheng

Mr. Ma Chaoqun

Non-executive Directors:

Mr. Huang De'An Tony

Mr. Liu Jun

Independent Non-executive Directors:

Mr. Guo Zengli

Dr. Zhang Jinghua

Ms. Wan Hoi Lam

Registered office in the Cayman Islands:

71 Fort Street

PO Box 500

George Town

Grand Cayman

KY1-1106

Cayman Islands

Principal place of business in Hong Kong:

Room 1704, 17/F, Wing On Centre

111 Connaught Road Central

Sheung Wan

Hong Kong

16 January 2025

To the Shareholders

Dear Sir and Madam,

**CONNECTED TRANSACTION
PROPOSED AMENDMENTS TO THE DEED OF NON-COMPETITION**

INTRODUCTION

Reference is made to the Announcement. The purpose of this circular is to provide you with, amongst others, (a) further details of the Amendment Deed; (b) a letter from the Independent Board Committee containing its recommendation to the Independent Shareholders in respect of the Amendment Deed; (c) a letter from the Independent Financial Adviser containing its advice and recommendation to the Independent Board Committee and the Independent Shareholders in relation to the Amendment Deed; and (d) a notice convening the EGM for approving the Amendment Deed.

LETTER FROM THE BOARD

BACKGROUND

Reference is made to the Original Deed of Non-competition entered into by Mr. Huang, a controlling shareholder of the Company, and the Company on 12 January 2021 in connection with the Listing, pursuant to which Mr. Huang has unconditionally and irrevocably undertaken to the Company that he will not, and will procure his close associates (save as members of the Group) not to directly or indirectly be involved in, interested in or undertake any Restricted Businesses, or hold shares or interest in any company or business that competes or may compete directly or indirectly with the business engaged by the Group from time to time, or conduct any Restricted Businesses, subject to certain exceptions (the “**Exceptions**”) provided under clause 4 of the Original Deed of Non-competition, namely where Mr. Huang and his respective close associates collectively hold (i) less than 30% of the total issued share capital of any company (whose shares are listed on the Stock Exchange or any other stock exchange); or (ii) less than 50% of interest of any private company, which is engaged in any business that is or may be in competition with any business engaged by any member of the Group and they do not possess the right to control the board of directors of such company. Please refer to the section headed “*Relationship with our Controlling Shareholders*” in the Prospectus for more details.

Other than the Group, Mr. Huang, through various entities, has invested in the Excluded Businesses. As part of the Excluded Businesses, Mr. Huang established Shenzhen Yinshuntong, which has been operating offline micro-financing business targeting individuals in Shenzhen since 2014.

Since the Listing, the Group has become a leading commercial property operational service provider in the Greater Bay Area with a national presence. In light of the rapid development in micro-financing sector in China, where the financing needs of individuals and small and medium enterprises are largely underserved by traditional financial institutions, the Company is actively exploring the opportunity to commence its own micro-financing business in cities other than Shenzhen in Guangdong Province of China (the “**New Business**”) to make better use of the Group’s idle funds, diversify the Group’s revenue stream and enhance the Group’s profitability. The Company plans to provide offline micro loan products to individuals and small and medium enterprises, with a term of up to three years. The Company plans to invest approximately RMB200 million to RMB300 million in the New Business at initial stage, which will be funded by internal resources of the Group. The Company will maintain commercial property operational services as its principal business and does not expect the New Business to be a significant part of the Company’s operation at this stage.

LETTER FROM THE BOARD

AMENDMENT DEED

As Shenzhen Yinshuntong will continue its operation of micro-financing business in Shenzhen (the “**Controlling Shareholder Existing Business**”), which will fall under the definition of “Restricted Business” once the Company begins to engage in the New Business, on 13 December 2024, Mr. Huang and the Company entered into the Amendment Deed to amend the Original Deed of Non-competition so as to allow Shenzhen Yinshuntong to continue the Controlling Shareholder Existing Business.

The Amendment Deed shall take effect upon fulfillment of the following condition precedent (the “**Condition Precedent**”): all necessary approvals required for the Company to enter into the Amendment Deed (including but not limited to authorizations, consents or approvals from the board of directors, shareholders (including approval of the Independent Shareholders) or any third parties (if applicable)) have been obtained and remain valid.

There is no other condition precedent save as disclosed above. The Condition Precedent cannot be waived by either party to the Amendment Deed. The Condition Precedent has not been fulfilled as at the Latest Practicable Date. If the Condition Precedent is not fulfilled on or before 31 December 2025 (the “**Long Stop Date**”) or such later date as may be agreed by the parties, the Amendment Deed shall become null and void in all respects and cease to have any effect whatsoever; and no party to the Amendment Deed shall have any claim against the other party. The Long Stop Date is to allow sufficient time for the fulfillment of the Condition Precedent, in particular the despatch of this circular and the convening of the EGM.

Pursuant to the Amendment Deed, sub-clause 4.3 is added to the Original Deed of Non-competition, which provides that “conducting of micro-financing business by Mr. Huang and his close associates in Shenzhen is not subject to the restrictions set out in clause 2.1 of the Original Deed of Non-competition”. According to clause 2.1 of the Original Deed of Non-competition, Mr. Huang has unconditionally and irrevocably undertaken to the Company that he will not, and will procure his close associates (save as members of the Group) not to directly or indirectly be involved in, interested in or undertake any Restricted Businesses, or hold shares or interest in any company or business that competes or may compete directly or indirectly with the business engaged by the Group from time to time, or conduct any Restricted Businesses, subject to the Exceptions set out under clause 4 of the Original Deed of Non-competition. There is no change to the other provisions of the Original Deed of Non-competition.

LETTER FROM THE BOARD

While the Company is not prohibited from conducting the New Business in Shenzhen under the Amendment Deed, the Company plans to commence the New Business in Guangzhou for the following reasons:

- i. given the limited amount of initial capital the Company plans to invest in the New Business, Guangzhou city already presents sufficient business opportunities for the Company to commence the New Business; and
- ii. establishment and operation of a micro-financing company requires license issued by local authorities in PRC, with restriction imposed on the geographical location of the business operation. The Company is currently in the process of obtaining license for operating micro-financing business in Guangzhou, and the procedure requires considerable time and resources.

REASONS FOR AND BENEFITS OF ENTERING INTO THE AMENDMENT DEED

Notwithstanding that there may appear to exist a potential competition between the New Business and the Controlling Shareholder Existing Business, the potential competition is immaterial as the New Business can be clearly delineated from the Controlling Shareholder Existing Business as detailed below:

- (a) *Different geographical locations* – Shenzhen Yinshuntong has been focusing on the operation of micro-financing business exclusively in Shenzhen since 2014; in contrast, the New Business will be conducted in Guangzhou and may potentially expand into other cities of Guangdong Province (excluding Shenzhen) depending on the growth of the New Business.
- (b) *Different types of loan products and different target customers* – Shenzhen Yinshuntong offers home-related bridging loans (serving as a temporary source of funding until the borrower's mortgage secured by the borrower's real property located in Shenzhen becomes effective) and personal credit loans to individual customers in Shenzhen. In comparison, the Group currently plans to target primarily customers of the shopping centres and commercial properties operated by the Group in cities other than Shenzhen and offer mainly business loans. In addition, the Group may also consider other loan products based on market condition. The loan products might be unsecured, guaranteed or secured by collateral depending on the risk profile and circumstances of each individual loan application.
- (c) *Different management teams* – the New Business will be managed and operated by a separate team different from and independent of the management team of the Controlling Shareholder Existing Business, with skill set and expertise suitable for the intended market and target customers.

LETTER FROM THE BOARD

The proposed amendments to the Original Deed of Non-Competition is to safeguard the business operation of the Group and at the same time without unduly prejudicing the legitimate interest of Shenzhen Yinshuntong. Upon the Amendment Deed becoming effective, Mr. Huang and his close associates would be able to continue micro-financing business in Shenzhen, but would be prohibited from carrying out micro-financing business in any form in cities other than Shenzhen. The other provisions of the Original Deed of Non-competition, including the referral mechanism regarding new business investment/other business opportunity relating to the Restricted Businesses and corporate governance measures shall remain unchanged. In addition, the corporate governance measures implemented by the Group to further avoid potential conflict of interest as detailed in the Prospectus will also remain unchanged.

Given the geographical delineation and difference in types of loan products, target customers and management teams, the Directors (excluding the independent non-executive Directors whose views are set out in the *“Letter from the Independent Board Committee”* contained in this circular) are of the view that the terms of the Amendment Deed have been negotiated on an arm’s length basis and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

BOARD APPROVAL

Mr. Huang De-Lin Benny, an executive Director, and Mr. Huang De’An Tony, a non-executive Director, both are sons of Mr. Huang. As such, Mr. Huang De-Lin Benny and Mr. Huang De’An Tony are regarded as having a material interest in the Amendment Deed and the proposed amendments to the Original Deed of Non-competition thereunder. Therefore, each of Mr. Huang De-Lin Benny and Mr. Huang De’An Tony had abstained from voting on the relevant resolutions of the Board.

In addition, as Mr. Liu Jun, a non-executive Director, is also the chief financial officer of a company wholly-owned by Mr. Huang, he had also abstained from voting on the relevant resolutions of the Board.

Save as disclosed above, none of the other Directors has a material interest in the Amendment Deed and the proposed amendments to the Original Deed of Non-competition thereunder and they are entitled to vote on the relevant resolutions of the Board.

LETTER FROM THE BOARD

INFORMATION OF THE PARTIES

The Company is an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange. The Group engages principally in the provision of commercial property operational services to commercial properties including shopping centres and commercial complexes in the Greater Bay Area with a national presence.

As at the Latest Practicable Date, Mr. Huang is a controlling shareholder of the Company indirectly holding approximately 74.03% of the Shares. Other than the Group, Mr. Huang has invested in the Excluded Businesses through various entities.

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, Mr. Huang is a controlling shareholder of the Company indirectly holding approximately 74.03% of the Shares. Mr. Huang is therefore a connected person of the Company and accordingly, the entry into of the Amendment Deed by the Company and Mr. Huang constitutes a connected transaction under Chapter 14A of the Listing Rules and is subject to the reporting, announcement, circular (including a letter from an independent financial adviser) and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

The Independent Board Committee comprising all of the independent non-executive Directors has been established to advise the Independent Shareholders in relation to the Amendment Deed. Maxa Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

EGM

The EGM will be held for the Independent Shareholders to consider and approve the Amendment Deed and the proposed amendments to the Original Deed of Non-competition thereunder.

A notice convening the EGM to be held on Wednesday, 19 March 2025 at 10 a.m. at 33F, Building A, Galaxy World, 1 Yabao Road, Longgang District, Shenzhen, Guangdong Province, China at which an ordinary resolution will be proposed to the Independent Shareholders to consider and, if thought fit, approve the Amendment Deed, is set out on pages 37 to 38 of this circular.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to be present and vote at the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the EGM (i.e. not later than 10 a.m. on Monday, 17 March 2025) or any adjourned meeting (as the case may be). The completion of a form of proxy will not preclude you from attending and voting at the EGM in person should you so wish, and in such case, the authority of your proxy will be revoked.

For the purpose of determining who are eligible to attend and vote at the forthcoming EGM, the register of members of the Company will be closed from Friday, 14 March 2025 to Wednesday, 19 March 2025, both days inclusive, during which period no transfer of the Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 13 March 2025.

Any ordinary resolution as set out in the notice of the EGM will be put to the vote of the Independent Shareholders by way of poll. An announcement will be made by the Company following the conclusion of the EGM to inform you of its results.

Pursuant to Rule 14A.36 of the Listing Rules, any shareholder who has a material interest in a proposed transaction must abstain from voting at the relevant general meeting on the relevant resolution(s). To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, as at the Latest Practicable Date, the Shareholders who had a material interest in the Amendment Deed, being Mr. Huang, Mr. Huang De-Lin Benny, Mr. Huang De'An Tony, Mr. Liu Jun, Go Star Investment Holding Limited and Virtue Investment Development Limited, held an aggregate of 753,227,000 Shares, representing approximately 74.24% of the issued share capital of the Company and shall abstain from voting on the resolutions approving the Amendment Deed at the EGM.

Save as disclosed above, to the best of the Directors' knowledge, information and belief after having made all reasonable enquiries, as at the Latest Practicable Date, none of the other Shareholders would be required to abstain from voting at the EGM under the Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

Your attention is drawn to:

- (a) the letter from the Independent Board Committee set out on pages 13 to 14 of this circular which contains its recommendation to the Independent Shareholders ;
- (b) the letter from the Independent Financial Adviser set out on pages 15 to 29 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders; and
- (c) additional information set out in the appendix to this circular.

Having taken into account the factors as disclosed in the section headed "*Reasons for and Benefits of Entering into the Amendment Deed*" above, the Directors (excluding the independent non-executive Directors who have formed their views after considering the advice of the Independent Financial Adviser, details of which are set out in the "*Letter from the Independent Board Committee*" contained in this circular) consider that although the entry into of the Amendment Deed is not conducted in the ordinary and usual course of business of the Group, the terms of the Amendment Deed are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Independent Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Amendment Deed and the proposed amendments to the Original Deed of Non-competition thereunder.

On behalf of
Board of Directors of
E-Star Commercial Management Company Limited
Huang De-lin Benny
Chairman and executive Director

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

The following is the full text of the letter from the Independent Board Committee to the Independent Shareholders in connection with the Amendment Deed for inclusion in this circular.



E-Star Commercial Management Company Limited **星盛商業管理股份有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6668)

16 January 2025

To the Independent Shareholders

Dear Sir or Madam,

CONNECTED TRANSACTION **PROPOSED AMENDMENTS TO THE DEED OF NON-COMPETITION**

We refer to the circular of the Company dated 16 January 2025 (the “Circular”) of which this letter forms part. Terms defined in the Circular shall have the same meanings when used herein unless the context otherwise requires.

We have been appointed as members of the Independent Board Committee to advise the Independent Shareholders on the Amendment Deed and whether its terms are fair and reasonable and in the interests of the Company and the Shareholders as a whole. Maxa Capital has been appointed as the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in this regard.

Your attention is drawn to:

- (a) the letter from the Board set out on pages 5 to 12 of this circular which contains information about the Amendment Deed;
- (b) the letter from the Independent Financial Adviser set out on pages 15 to 29 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders; and
- (c) additional information set out in the appendix to this circular.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Having considered the terms of the Amendment Deed and the advice and recommendations of the Independent Financial Adviser and taken into account the principal factors and reasons considered by the Independent Financial Adviser, we are of the opinion that although the entry into of the Amendment Deed is not conducted in the ordinary and usual course of business of the Group, the terms of the Amendment Deed are fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

Accordingly, we recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM to approve the Amendment Deed and the proposed amendments to the Original Deed of Non-competition thereunder.

Yours faithfully

On behalf of

Independent Board Committee of

E-Star Commercial Management Company Limited

Mr. Guo Zengli Dr. Zhang Jinghua Ms. Wan Hoi Lam

Independent non-executive Directors

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter from Maxa Capital Limited, the Independent Financial Adviser, to the Independent Board Committee and the Independent Shareholders, setting out its advice in relation of the Amendment Deed, which has been prepared for the purpose of inclusion in this circular.



Unit 2602, 26/F, Golden Centre
188 Des Voeux Road Central
Sheung Wan
Hong Kong

16 January 2025

To the Independent Board Committee and the Independent Shareholders

Dear Sir or Madam,

CONNECTED TRANSACTION PROPOSED AMENDMENTS TO THE DEED OF NON-COMPETITION

INTRODUCTION

We refer to our appointment as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Amendment Deed, details of which are set out in the letter from the Board (the “**Letter from the Board**”) contained in the circular of the Company dated 16 January 2025 (“**the Circular**”) of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as those defined in the Circular unless the context requires otherwise.

Reference is made to the announcement of the Company dated 13 December 2024 in relation to, among other things, Mr. Huang and the Company entered into the Amendment Deed to amend the Original Deed of Non-competition.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, Mr. Huang is a controlling shareholder of the Company indirectly holding approximately 74.03% of the Shares. Mr. Huang is therefore a connected person of the Company and, accordingly the entry into of the Amendment Deed by the Company and Mr. Huang constitutes a connected transaction under Chapter 14A of the Listing Rules and is subject to the reporting, announcement, circular and the Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

INDEPENDENT BOARD COMMITTEE

The Independent Board Committee comprising Mr. Guo Zengli, Dr. Zhang Jinghua and Ms. Wan Hoi Lam, being all the independent non-executive Directors, has been established to advise the Independent Shareholders in relation to the Amendment Deed. We, Maxa Capital, have been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

OUR INDEPENDENCE

As at the Latest Practicable Date, we did not have any relationship with or interest in the Company, its subsidiaries and any other parties that could reasonably be regarded as relevant to our independence in accordance with Rule 13.84 of the Listing Rules and accordingly, were qualified to give independent advice to the Independent Board Committee and the Independent Shareholders in relation to the Amendment Deed. Save for this appointment, there was no other engagement between the Company and us in the past two years. Apart from normal advisory fees payable to us in connection with this appointment, no arrangement exists whereby we will receive any fees or benefits from the Company.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

BASIS OF OUR OPINION

In formulating our opinion and recommendation, we have reviewed, among other things: (i) the Original Deed of Non-Competition; (ii) the Amendment Deed; (iii) the annual report of the Company for the year ended 31 December 2023 (the “2023 AR”) and the interim report of the Company for the six months ended 30 June 2024 (the “2024 IR”). We consider that we have reviewed sufficient and relevant information and documents and have taken reasonable steps as required under Rule 13.80 of the Listing Rules to reach an informed view and to provide a reasonable basis for our recommendation. We have relied on the statements, information, opinions and representations contained in the Circular and the information and representations provided to us by the Directors and the management of the Group (the “Management”). We have reviewed, *inter alia*, the statements, information, opinions and representations contained or referred to in the Circular and the information and representations as provided to us by the Directors and the Management. We have assumed that (i) all statements, information and representations provided by the Directors and the Management; and (ii) the information referred to in the Circular, for which they are solely responsible, were true and accurate at the time when they were provided and continued to be so as at the Latest Practicable Date and the Shareholders will be notified of any material changes to such information and representations before the EGM. We have also assumed that all statements of belief, opinion, intention and expectation made by the Directors in the Circular were reasonably made after due enquiry and careful consideration. We have no reason to suspect that any material facts or information have been withheld or to doubt the truth, accuracy and completeness of the information and facts contained in the Circular, or the reasonableness of the representations and opinions expressed by the Company, its advisers and/or the Directors. We consider that we have been provided with sufficient information to reach an informed view and to provide a reasonable basis for our opinion. We have not, however, conducted any independent verification of the information included in the Circular and provided to us by the Directors and the Management nor have we conducted any form of in-depth investigation into the business and affairs or the future prospects of the Group.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in the Circular and have confirmed, having made all reasonable enquiries, that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in the Circular misleading.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Our opinion is necessarily based on the financial, economic, market and other conditions in effect and the information made available to us as at the Latest Practicable Date. Nothing contained in this letter should be construed as a recommendation to hold, sell or buy any Shares or any other securities of the Company. Where information in this letter has been extracted from published or otherwise publicly available sources, the sole responsibility of us is to ensure that such information has been correctly and fairly extracted, reproduced or presented from the relevant stated sources and not be used out of context.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in relation to the Amendment Deed, we have taken into consideration the following principal factors and reasons:

1. Background of the proposed amendments to the Original Deed of Non-competition

Reference is made to the Original Deed of Non-competition entered into by Mr. Huang, a controlling shareholder of the Company, and the Company on 12 January 2021 in connection with the Listing, pursuant to which Mr. Huang has unconditionally and irrevocably undertaken to the Company that he will not, and will procure his close associates (save as members of the Group) not to directly or indirectly be involved in, interested in or undertake any Restricted Businesses, or hold shares or interest in any company or business that competes or may compete directly or indirectly with the business engaged by the Group from time to time, or conduct any Restricted Businesses, subject to certain exceptions provided under clause 4 of the Original Deed of Non-competition, namely where Mr. Huang and his respective close associates collectively hold (i) less than 30% of the total issued share capital of any company (whose shares are listed on the Stock Exchange or any other stock exchange); or (ii) less than 50% of interest of any private company, which is engaged in any business that is or may be in competition with any business engaged by any member of the Group and they do not possess the right to control the board of directors of such company. Please refer to the section headed “*Relationship with our Controlling Shareholders*” in the Prospectus for more details.

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Other than the Group, Mr. Huang, through various entities, has invested in the Excluded Businesses. As part of the Excluded Businesses, Mr. Huang established Shenzhen Yinshuntong in 2014, which has been operating offline micro-financing business targeting individuals in Shenzhen since establishment.

Since the Listing, the Group has become a leading commercial property operational service provider in the Greater Bay Area with a national presence. In light of the rapid development in micro-financing sector in China, where the financing needs of individuals and small and medium enterprises are largely underserved by traditional financial institutions, the Company is actively exploring the opportunity to commence micro-financing as its New Business to make better use of the Group's idle funds, diversify the Group's revenue stream and enhance the Group's profitability. The Company plans to provide offline micro loan products to individuals and small and medium enterprises, with a term of up to three years. The Company plans to invest approximately RMB200 million to RMB300 million in the New Business at initial stage, which will be funded by internal resources of the Group. The Company will maintain commercial property operational services as its principal business and does not expect the New Business to be a significant part of the Company's operation at this stage.

2. Background information of the Group

The Group is a leading commercial property operational service provider in the Greater Bay Area with a national presence. As at 30 June 2024, the Group provided services for 54 commercial property projects located in 21 cities in China, with an aggregate contracted gross floor area of approximately 2.77 million square meters (excluding the gross floor area under 8 consultancy services projects).

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Set out below is a summary of the consolidated financial information of the Group for the years ended 31 December 2022 (“FY2022”) and 31 December 2023 (“FY2023”) as extracted from the 2023 AR, and for the six months ended 30 June 2023 (“1H2023”) and 30 June 2024 (“1H2024”) as extracted from the 2024 IR:

	For the year ended		For the six months ended	
	31 December		30 June	
	2022	2023	2023	2024
	<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>
Revenue	561,854	635,006	288,487	313,780
Gross profit	313,039	333,555	164,608	161,880
Profit and total comprehensive income for the year/period	148,882	162,305	92,014	86,496
	As at 31 December		As at 30 June	
	2022	2023	2024	
	<i>RMB'000</i> <i>(audited)</i>	<i>RMB'000</i> <i>(audited)</i>	<i>RMB'000</i> <i>(unaudited)</i>	
Cash and cash equivalents	482,835	546,914	332,815	
Short-term bank deposits	780,365	863,523	1,132,750	
Total assets	2,141,857	2,324,646	2,353,196	
Total liabilities	961,154	1,052,976	1,115,588	
Net assets	1,180,703	1,271,670	1,237,608	

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As illustrated in the above table, the Group's revenue amounted to approximately RMB635.0 million for FY2023, representing an increase of approximately 13.0% as compared to approximately RMB561.9 million for FY2022. According to the 2023AR, the increase in revenue was mainly attributable to (i) the growth of revenue from sublease services, which was mainly due to the increase in operating income of new sublease projects opened in recent years; and (ii) the growth of revenue from entrusted management services, which was mainly due to the increase in the revenue from services during the preparation stage of newly opened projects, and the increase in the revenue from operational management services after the opening of newly opened projects. The Group's gross profit was approximately RMB333.6 million for FY2023, representing an increase of approximately 6.6% as compared to approximately RMB313.0 million for FY2022. The increase in gross profit was primarily due to the growth of gross profit from the entrustment management services and the brand and management output services. The profit and total comprehensive income for the year amounted to approximately RMB162.3 million for FY2023, representing an increase of approximately 9.0% as compared to approximately RMB148.9 million for FY2022.

The aggregate of the Group's cash and cash equivalents and short-term bank deposits as at 31 December 2023 amounted to approximately RMB1,410.4 million, representing an increase of approximately 11.7% as compared to that as at 31 December 2022. Such increase is mainly attributable to the increase in cash inflow generated from the operating activities as a result of the improvement of Group's profitability. The Group's total assets increased by approximately 8.5% from approximately RMB2.14 billion as at 31 December 2022 to approximately RMB2.32 billion as at 31 December 2023, which was primarily due to the increase in (i) short-term bank deposits; (ii) cash and cash equivalents; and (iii) investment properties. The total liabilities of the Group increased by approximately 9.6% from approximately RMB961.2 million as at 31 December 2022 to approximately RMB1.05 billion as at 31 December 2023. Such increase in total liabilities of the Group was mainly due to the increase in trade and other payables. The Group's net asset value amounted approximately RMB1.27 billion as at 31 December 2023, representing an increase of approximately 7.7% from approximately RMB1.18 billion as at 31 December 2022.

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During 1H2024, the Group's revenue increased by approximately 8.8% to approximately RMB313.8 million as compared with that for 1H2023, which was primarily due to (i) the growth of revenue from sublease services, which was mainly due to the increase in operating income as a result of the increase in the number of newly-opened sublease projects since May 2023; and (ii) the growth of revenue from entrusted management services, which was mainly due to the increase in operating income as a result of the increase in the number of newly opened entrusted management projects since September 2023. The Group's gross profit was approximately RMB161.9 million for 1H2024, representing a decrease of approximately 1.7% as compared to approximately RMB164.6 million for 1H2023. The decrease in gross profit was primarily due to the decline in profit from the brand and management output services, and was partially offset by the increase in profit from the entrusted management services and the sublease services. Profit and total comprehensive income for the period of the Group recorded a decrease of approximately 6.0% to approximately RMB86.5 million for 1H2024 as compared with that for 1H2023.

The aggregate of the Group's cash and cash equivalents and short-term bank deposits as at 30 June 2024 amounted to approximately RMB1,465.6 million, representing an increase of approximately 3.9% as compared to that as at 31 December 2023. The total assets of the Group increased by approximately 1.2% to approximately RMB2.35 billion as at 30 June 2024 as compared to approximately RMB2.32 billion as at 31 December 2023. The increase in total assets was mainly due to the increase in short-term bank deposits. The total liabilities of the Group increased by approximately 6.0% to approximately RMB1.12 billion as at 30 June 2024, as compared to approximately RMB1.05 billion as at 31 December 2023. The increase in total liabilities was mainly due to the increase in dividend payable. The Group's net asset value amounted to approximately RMB1.24 billion as at 30 June 2024, representing a decrease of 2.7% from approximately RMB1.27 billion as at 31 December 2023.

3. The Amendment Deed

As Shenzhen Yinshuntong will continue the Controlling Shareholder Existing Business, which will fall under the definition of “Restricted Business” once the Company begins to engage in the New Business, Mr. Huang and the Company entered into the Amendment Deed on 13 December 2024 to amend the Original Deed of Non-competition so as to allow Shenzhen Yinshuntong to continue the Controlling Shareholder Existing Business.

The Amendment Deed shall take effect upon fulfillment of the following condition precedent: all necessary approvals required for the Company to enter into the Amendment Deed (including but not limited to authorizations, consents or approvals from the board of directors, shareholders (including approval of the Independent Shareholders) or any third parties (if applicable)) have been obtained and remain valid.

There is no other condition precedent save as disclosed above. The Condition Precedent cannot be waived by either party to the Amendment Deed. The Condition Precedent has not been fulfilled as at the Latest Practicable Date. If the Condition Precedent is not fulfilled on or before 31 December 2025 or such later date as may be agreed by the parties, the Amendment Deed shall become null and void in all respects and cease to have any effect whatsoever; and no party to the Amendment Deed shall have any claim against the other party. The Long Stop Date is to allow sufficient time for the fulfillment of the Condition Precedent, in particular the despatch of this circular and the convening of the EGM.

Pursuant to the Amendment Deed, sub-clause 4.3 is added to the Original Deed of Non-competition, which provides that “conducting of micro-financing business by Mr. Huang and his close associates in Shenzhen is not subject to the restrictions set out in clause 2.1 of the Original Deed of Non-competition”. According to clause 2.1 of the Original Deed of Non-competition, Mr. Huang has unconditionally and irrevocably undertaken to the Company that he will not, and will procure his close associates (save as members of the Group) not to directly or indirectly be involved in, interested in or undertake any Restricted Businesses, or hold shares or interest in any company or business that competes or may compete directly or indirectly with the business engaged by the Group from time to time, or conduct any Restricted Businesses, subject to the Exceptions set out under clause 4 of the Original Deed of Non-competition. There is no change to the other provisions of the Original Deed of Non-competition.

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While the Company is not prohibited from conducting the New Business in Shenzhen under the Amendment Deed, the Company plans to commence the New Business in Guangzhou for the following reasons:

- (i) given the limited amount of initial capital the Company plans to invest in the New Business, Guangzhou city already presents sufficient business opportunities for the Company to commence the New Business; and
- (ii) establishment and operation of a micro-financing company requires license issued by local authorities in PRC, with restriction imposed on the geographical location of the business operation. The Company is currently in the process of obtaining license for operating micro-financing business in Guangzhou, and the procedure requires considerable time and resources.

4. Reasons for and benefits of entering into the Amendment Deed

As disclosed in the Letter from the Board, in order to leverage the strong cash position of the Group and to diversify its revenue streams, the Company is currently exploring the possibility of commencing its own micro-financing business in cities other than Shenzhen in Guangdong Province of China and we are of the view that the Amendment Deed is entered for the purpose of clarifying the Excluded Businesses under the Original Deed of Non-competition should the Group commence the New Business.

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Financial resources of the Group and alternative uses of funds

Based on our review of the 2024 IR, we note that (i) the cash and cash equivalents and the short-term bank deposits of the Group as at 30 June 2024 amounted to approximately RMB332.8 million and RMB1,132.8 million, respectively; (ii) the unused net proceeds as at 30 June 2024 amounted to approximately RMB482.1 million. Therefore, after deducting the unused net proceeds, the idle fund held by the Group as at 30 June 2024 amounted to approximately RMB983.5 million, part of which can be used toward the development of the New Business according to the Management. We further note from the 2023 AR and the 2024 IR that the Group has been consistently generating positive net cash flow from its operations of approximately RMB161.9 million, RMB299.3 million and RMB71.9 million for the year ended 31 December 2022 and 31 December 2023 and the six months ended 30 June 2024 and without any bank borrowing for the above fiscal year or period. As such, we consider the Company has a strong cash position to support its engagement in the New Business. As advised by the Management, the Company only plan to invest RMB200 million to RMB300 million in the New Business at initial stage, representing about 20% to 30% of the idle fund as at 30 June 2024. Therefore, it is expected that the engagement of the New Business by the Group would not place significant financial burden on its operations.

Regarding the alternative use of the funds for the New Business, as advised by the Management, the Group generally manages its domestic idle funds by way of short to mid-term deposits with commercial banks, which generate interest income at rate ranging from 1.5% to 3.5% per annum. We have independently reviewed the Renminbi time deposit interest rates of four state-owned banks in China from 13 December 2023, being one year prior to the date of the Amendment Deed, and up to the Latest Practicable Date (the “**Review Period**”), and noted that such interest rates have demonstrated a general declining trend during the Review Period, with interest rate as at the Latest Practicable Date ranged from 0.80% per annum for three months term deposit to 1.55% per annum for five years term deposit. As advised by the Management, the Group is expected to generate interest income at rate ranging from 8.00% to 10.00% per annum (the “**Expected Interest Rate**”) for the provision of offline micro loan products under the New Business. As part of our due diligence work, we have conducted an independent research for companies (i) listed on the Stock Exchange with a market capitalisation of less than HKD500 million as at the Latest Practicable Date, which we consider is comparable to the size of funds expected to be invested in the New Business; (ii) engaged in money lending business in the PRC; and (iii) disclosed relevant information regarding the interest income generated from the provision of similar loan services. On a best effort basis, we have identified an exhaustive list of nine comparable companies (the “**Comparable Companies**”). Set out

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below are the annual interest rates as extracted from the Comparable Companies' latest financial reports for the provision of similar loan services:

Stock Code	Company Name	Annual Interest Rate
508.HK	Dingyi Group Investment Limited	6% – 15%
605.HK	China Financial Services Holdings Limited	8.16% – 36.00% ¹
668.HK	Doyen International Holdings Ltd.	9.4% – 11.0%
767.HK	Zhong Ji Longevity Science Group Limited	6% – 18%
1225.HK	Lerado Financial Group Company Limited	6% – 18%
1543.HK	Guangdong Join-Share Financing Guarantee Investment Co., Ltd.	6.6% – 21.6% ¹
1577.HK	Quanzhou Huixin Micro-Credit Co., Ltd.	13.82% ²
1915.HK	Yangzhou Guangling District Taihe Rural Micro-Finance Company Limited	4.35% – 16.20%
6866.HK	Zuoli Kechuang Micro-finance Company Limited	7.60% ²
	Maximum	36.00%
	Minimum	4.35%

Source: the Stock Exchange

Notes:

1. Such annual interest rates are calculated based on the monthly interest rates as disclosed in the latest financial reports of the respective Comparable Companies and multiplied by 12 months.
2. Such annual interest rate refers to the average interest rate per annum.

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As shown in the table above, we note that the annual interest rate generated from the provision of similar loan services by the Comparable Companies ranged from 4.35% to 36.00% per annum, which the Expected Interest Rate falls within such range. In light of the above, we consider that Expected Interest Rate is justifiable and the engagement of the New Business would enable the Group to generate higher interest income as compared to placing them as term deposits in commercial banks.

Delineations between the New Business and the Controlling Shareholder Existing Business

As disclosed in the Letter from the Board, potential competition between the New Business and the Controlling Shareholder Existing Business is immaterial as the New Business can be clearly delineated from the Controlling Shareholder Existing Business as detailed below:

- (a) *Different geographical locations* – Shenzhen Yinshuntong has been focusing on the operation of micro-financing business exclusively in Shenzhen since 2014; in contrast, the New Business will be conducted in Guangzhou and may potentially expand into other cities of Guangdong Province (excluding Shenzhen) depending on the growth of the New Business.
- (b) *Different types of loan products and different target customers* – Shenzhen Yinshuntong offers home-related bridging loans (serving as a temporary source of funding until the borrower's mortgage secured by borrower's real property located in Shenzhen becomes effective) and personal credit loans to individual customers in Shenzhen. In comparison, the Group currently plans to target primarily customers of the shopping centres and commercial properties operated by the Group in cities other than Shenzhen and offer mainly business loans. In addition, the Group may also consider other loan products based on market condition. The loan products might be unsecured, guaranteed or secured by collateral depending on the risk profile and circumstances of each individual loan application.

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- (c) *Different management teams* – the New Business will be managed and operated by a separate team different from and independent of the management team of the Controlling Shareholder Existing Business, with skill set and expertise suitable for the intended market and target customers.

In view of the above, we consider that there are sufficient delineations between the New Business and the Controlling Shareholder Existing Business and the potential competition is immaterial given that (i) Shenzhen Yinshuntong can only conduct its micro-financing business in Shenzhen and provide services to a specific group of customer in there, whereas the New Business is targeting to a broader group of potential customers outside of Shenzhen; and (ii) the New Business will be independently managed and operated by the Company with no interruption from the Controlling Shareholder.

Taking into account (i) the engagement of the New Business by the Group would not place significant financial burden on the its operations; (ii) the Expected Interest Rate expected to be generated under the New Business is higher than the interest rate generated from the term deposits; (iii) there are sufficient delineations between the New Business and the Controlling Shareholder Existing Business and the potential competition is immaterial; (iv) the reasons considered by the Company in commencing the New Business in Guangzhou city, details of which are set out under the section headed “3. The Amendment Deed” above; and (v) the Original Deed of Non-Competition remains the same save for the amendments to cater the development of the New Business by the Group, we are of the view that although the entering into the Amendment Deed is not conducted in the ordinary and usual course of business of the Group, it is in the interests of the Company and the Shareholders as a whole and the terms of the Amendment Deed are fair and reasonable.

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RECOMMENDATION

Having taken into consideration the factors and reasons as stated above, we are of the view that (i) the terms of the Amendment Deed are fair and reasonable so far as the Independent Shareholders are concerned; and (ii) the entering into the Amendment Deed, though not in the ordinary and usual course of business of the Group, is in the interests of the Company and the Shareholders as a whole. Accordingly, we advise the Independent Board Committee to recommend, and we ourselves recommend, the Independent Shareholders to vote in favour of the resolutions to be proposed at the EGM for approving the Amendment Deed.

Yours faithfully,
For and on behalf of
Maxa Capital Limited
Michael Fok
Managing Director

Mr. Michael Fok is a licensed person registered with the Securities and Futures Commission of Hong Kong and a responsible officer of Maxa Capital Limited to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the SFO and has over 20 years of experience in the corporate finance industry.

1. 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 Company. 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.

2. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES

As at the Latest Practicable Date, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which had been notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept pursuant to section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code were as follows:

Name of Director	Capacity/Nature of interest	Number of Shares ⁽²⁾	Approximate percentage of issued share capital ⁽¹⁾
Mr. Huang De-Lin Benny	Interest in a controlled corporation ⁽³⁾	150,000,000 (L)	
	Beneficial owner	86,000 (L)	
	Total	150,086,000 (L)	14.79%
Mr. Huang De'An Tony	Beneficial owner	1,791,000 (L)	0.18%
Mr. Chen Qunsheng	Beneficial owner	212,000 (L)	0.02%
Mr. Ma Chaoqun	Beneficial owner	80,000 (L)	0.01%
Mr. Liu Jun	Beneficiary of a trust	350,000 (L)	0.03%

Notes:

- (1) The calculation is based on the total number of 1,014,516,000 Shares in issue as at the Latest Practicable Date.
- (2) The letter “L” denotes the person’s long position in the Shares.
- (3) Such Shares are held by Virtue Investment Development Limited (德瑞投資發展有限公司) (“**Virtue Investment**”) as entrusted by Mr. Huang to hold such Shares for the purpose of a share incentive scheme to be adopted after the Listing. The entire issued share capital of Virtue Investment is held by Mr. Huang De-Lin Benny, and therefore Mr. Huang De-Lin Benny is deemed or taken to be interested in the Shares held by Virtue Investment under the SFO.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executives of the Company (including their spouses and children under the age of 18) had, any interests or short positions in any Shares and underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be (i) notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and chief executives of the Company were taken or deemed to have pursuant to Divisions 7 and 8 of Part XV of the SFO), or (ii) entered in the register required to be kept by the Company under Section 352 of the SFO, or (iii) notified to the Company and the Stock Exchange pursuant to the Model Code.

3. SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at the Latest Practicable Date, to the best knowledge of the Directors or chief executive of the Company, the following persons (not being a Director or chief executive of the Company) had interests or short positions in the Shares or underlying shares which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Name of Shareholder	Capacity/Nature of interest	Number of Shares ⁽²⁾	Approximate percentage of issued share capital ⁽¹⁾
Mr. Huang ⁽³⁾⁽⁴⁾	Founder of a discretionary trust	601,000,000 (L)	
	Interest in a controlled corporation	150,000,000 (L)	
	Total	751,000,000 (L)	74.03%
TMF (Cayman) Ltd ("TMF (Cayman)") ⁽³⁾	Trustee	601,000,000 (L)	59.24%
Long Harmony Holding Limited ("Long Harmony") ⁽³⁾	Interest in a controlled corporation	601,000,000 (L)	59.24%
Go Star Investment Holding Limited ("Go Star")	Beneficial owner	601,000,000 (L)	59.24%
Virtue Investment	Beneficial owner	119,900,000 (L)	
	Trustee	30,100,000 (L)	
	Total	150,000,000 (L)	14.79%

Notes:

(1) The calculation is based on the total number of 1,014,516,000 Shares in issue as at the Latest Practicable Date.

(2) The letter "L" denotes the person's long position in the Shares.

- (3) The entire issued share capital of Go Star is held by Long Harmony, a company incorporated in the BVI by TMF (Cayman), the trustee of the family trust, which is a discretionary trust established by Mr. Huang as the settlor and protector. The beneficiaries of the family trust are Mr. Huang's family members. Accordingly, each of Mr. Huang, TMF (Cayman) and Long Harmony is deemed to be interested in the Shares held by Go Star under the SFO. Mr. Huang De'An Tony is also a director of Go Star.
- (4) The entire issued share capital of Virtue Investment is held by Mr. Huang De-Lin Benny, who was entrusted by Mr. Huang to hold such Shares for the purpose of a share incentive scheme to be adopted after the Listing. Pursuant to the confirmation letter signed by Mr. Huang De-Lin Benny and Mr. Huang, Mr. Huang De-Lin Benny will exercise the voting rights in Virtue Investment or exercise the voting rights in the Company through Virtue Investment in accordance with the instructions of Mr. Huang. Therefore, each of Mr. Huang and Mr. Huang De-Lin Benny is deemed to be interested in the Shares held by Virtue Investment under the SFO.

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any other person (other than the Directors or the chief executive of the Company) who had an interest or a short position in the Shares or underlying shares of the Company which fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or is required to be recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

4. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and their respective close associates were considered to have interest in any business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group or have or may have any other conflicts of interest with the Group pursuant to the Listing Rules.

5. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contracts with any member of the Group which would not expire or would not be determinable by such member of the Group within one year without payment of compensation other than statutory compensation.

6. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse changes in the financial or trading position of the Group since 31 December 2023, being the date to which the latest published audited financial statements of the Company were made up.

7. DIRECTOR'S INTERESTS IN CONTRACTS, ASSETS AND ARRANGEMENT OF SIGNIFICANCE

As at the Latest Practicable Date, none of the Directors:

- (a) had any interest, direct or indirect, in any assets which have, since 31 December 2023 (being the date to which the latest published audited consolidated financial statements of the Company were made up), been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by, or leased to, any member of the Group; and
- (b) was materially interested in any contract or arrangement subsisting at the Latest Practicable Date and which was significant in relation to the business of any member of the Group.

8. EXPERT'S QUALIFICATION AND CONSENT

The following is the qualification of the experts who have given opinion or advice which is contained in this circular:

Independent Financial Adviser	Qualification
Maxa Capital Limited	a corporation licensed to carry out Type 1 regulated activities (dealing in securities) and Type 6 regulated activities (advising on corporate finance) under the SFO

As at the Latest Practicable Date, Maxa Capital did not have any shareholding, direct or indirect, in any member of the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

As at the Latest Practicable Date, Maxa Capital has given and has not withdrawn its written consent to the issue of this circular with the inclusion therein of its letter and reference to its name in the form and context in which they respectively appear.

As at the Latest Practicable Date, Maxa Capital did not have any interest, direct or indirect, in any assets which have, since 31 December 2023 (being the date to which the latest published audited consolidated financial statements of the Company were made up), been acquired or disposed of by or leased to any member of the Group, or were proposed to be acquired or disposed of by, or leased to, any member of the Group.

9. GENERAL

- (a) The registered office of the Company is located at 71 Fort Street, PO Box 500, George Town, Grand Cayman, KY1-1104, Cayman Islands and the principal place of business in Hong Kong of the Company is at Room 1704, 17/F, Wing On Centre, 111 Connaught Road Central, Sheung Wan, Hong Kong.
- (b) The branch share registrar and transfer office of the Company in Hong Kong is Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.
- (c) The company secretary of the Company is Ms. Xu Jing, who is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Certified Public Accountants. She is also a member of the Chinese Institute of Certified Public Accountants.
- (d) The English text of this circular shall prevail over the Chinese text in the event of inconsistency.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<https://www.g-cre.com>) for a period of 14 days commencing from the date of this circular:

- (a) the Original Deed of Non-competition;
- (b) the Amendment Deed;
- (c) the letter of recommendation from the Independent Board Committee to the Independent Shareholders, the text of which is set out in *“Letter from the Independent Board Committee”* on pages 13 to 14 of this circular;
- (d) the letter from the Independent Financial Adviser containing its advice to the Independent Board Committee and Independent Shareholders, the text of which is set out in *“Letter from the Independent Financial Adviser”* on pages 15 to 29 of this circular;
- (e) the written consents as referred to in the section headed *“Expert’s Qualification and Consent”* in this appendix; and
- (f) this circular.

NOTICE OF EXTRAORDINARY GENERAL MEETING



E-Star Commercial Management Company Limited **星盛商業管理股份有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6668)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the extraordinary general meeting (the “EGM”) of E-Star Commercial Management Company Limited (the “**Company**”) will be held on Wednesday, 19 March 2025 at 10 a.m. at 33F, Building A, Galaxy World, 1 Yabao Road, Longgang District, Shenzhen, Guangdong Province, China for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as the ordinary resolution of the Company (unless otherwise indicated, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 16 January 2025):

ORDINARY RESOLUTIONS

“THAT:

- (a) the Amendment Deed entered into between Mr. Huang and the Company on 13 December 2024 to amend the Original Deed of Non-competition (a copy of which is tabled at the EGM marked “A” and signed by the Chairman of the EGM for the purpose of identification) and the proposed amendments to the Original Deed of Non-competition thereunder be and is hereby approved, confirmed and ratified; and
- (b) any one director of the Company be and is hereby authorized to do all such things and acts as he/she may in his/her discretion considers as necessary, expedient or desirable for the purpose of or in connection with the implementation of the Amendment Deed and the transactions contemplated thereunder, including but not limited to the execution of all such documents under seal where applicable, as he/she considers necessary or expedient in his/her opinion to implement and/or give effect to the Amendment Deed and the transactions contemplated thereunder.”

By order of the Board
E-Star Commercial Management Company Limited
Huang De-lin Benny
Chairman and executive Director

Hong Kong, 16 January 2025

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (1) Any Shareholder entitled to attend and vote at the EGM may appoint one or, if he holds two or more Shares, more proxies to attend and vote instead of him/her. A proxy need not be a Shareholder.
- (2) Where there are joint holders of any Share, any one of such joint holder may vote, either in person or by proxy, in respect of such Share as if he were solely entitled thereto, but if more than one of such joint holders be present at the EGM, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
- (3) In order to be valid, a form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a certified copy thereof shall be deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. not later than 10 a.m. on Monday, 17 March 2025) or any adjournment thereof (as the case may be). The proxy form will be published on the website of the Stock Exchange.
- (4) For the purpose of determining who are eligible to attend and vote at the forthcoming EGM, the register of members of the Company will be closed from Friday, 14 March 2025 to Wednesday, 19 March 2025, both days inclusive, during which period no transfer of the Shares will be registered. All transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Thursday, 13 March 2025.
- (5) If a tropical cyclone warning signal No. 8 or above or "extreme conditions" caused by super typhoons or a black rainstorm warning is in force at or after 8:00 a.m. on the date of the EGM, the meeting will be postponed or adjourned to such date and time as the Board may decide and announce by issuing further announcement.
- (6) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in the notice of the EGM will 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.
- (7) Reference to dates and time in this notice are to Hong Kong dates and time.

As at the date of this notice, the Board comprises Mr. Huang De-Lin Benny, Mr. Chen Qunsheng and Mr. Ma Chaoqun as executive Directors; Mr. Huang De'An Tony and Mr. Liu Jun as non-executive Directors; and Mr. Guo Zengli, Dr. Zhang Jinghua and Ms. Wan Hoi Lam as independent non-executive Directors.