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If you have sold or transferred all your shares in Jinke Smart Services Group Co., Ltd., you should at once hand this circular, together with the accompanying proxy form, to the purchaser or transferee or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Jinke 金科服务

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Jinke Smart Services Group Co., Ltd.

金科智慧服务集团股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9666)

**(1) REPORT OF THE BOARD OF DIRECTORS FOR 2024;
(2) REPORT OF THE SUPERVISORY COMMITTEE FOR 2024;
(3) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2024;
(4) 2024 ANNUAL REPORT;
(5) RE-APPOINTMENT OF AUDITOR FOR 2025;
(6) GENERAL MANDATE TO ISSUE ADDITIONAL H SHARES;
(7) GENERAL MANDATE TO BUY BACK H SHARES;
(8) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

Capitalised terms used on this cover shall have the same meanings as those defined in the section headed "Definitions" in this circular, unless the context requires otherwise.

Notice convening the Annual General Meeting to be held at Building A4, East Zone, Jinke Shiniancheng, No. 480, Panxi Road, Shimahe Street, Jiangbei District, Chongqing, PRC on Friday, 6 June 2025 at 3:00 p.m. is set out in pages 17 to 20 of this circular. Proxy form for use at the Annual General Meeting is also enclosed in this circular. Such proxy form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.jinkeservice.com).

Shareholders who intend to appoint a proxy to attend the Annual General Meeting shall complete and return the enclosed proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof if they so wish.

16 May 2025

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DEFINITIONS

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

| | |
|--------------------------------------|--|
| “2024 Annual Report” | the annual report of the Company for the year ended 31 December 2024, which has been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.jinkeservice.com) |
| “Annual General Meeting” or “AGM” | the annual general meeting of the Company to be convened and held at Building A4, East Zone, Jinke Shiniancheng, No. 480, Panxi Road, Shimahe Street, Jiangbei District, Chongqing, PRC on Friday, 6 June 2025 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the Annual General Meeting which is set out on pages 17 to 20 of this circular, or any adjournment thereof |
| “Articles of Association” | the articles of association of the Company currently in force |
| “Board” | the board of Directors |
| “China” or the “PRC” | the People’s Republic of China, but for the purpose of this circular, shall exclude Hong Kong, Macau and Taiwan of the PRC |
| “Company” | Jinke Smart Services Group Co., Ltd. (金科智慧服務集團股份有限公司), a joint stock company incorporated in the PRC with limited liability and the H Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 9666) |
| “Company Law” | the Company Law of the PRC |
| “Director(s)” | the director(s) of the Company |
| “Group” | the Company and its subsidiaries |
| “H Share(s)” | the overseas listed foreign share(s) in the ordinary share capital of the Company with a nominal value of RMB1.00 each, which are subscribed for and traded in Hong Kong Dollars and listed on the Main Board of the Stock Exchange |

DEFINITIONS

| | |
|----------------------------|--|
| “H Share Buy-back Mandate” | a general mandate to be granted to the Board for exercising the power of the Company to buy back H Shares not exceeding 10% of the total number of H Shares in issue (excluding treasury shares) as at the date of passing the relevant resolution, subject to the conditions set out in the resolution proposed at the Annual General Meeting for approving such general mandate |
| “H Share Issue Mandate” | a general mandate to be granted to the Board for exercising the power of the Company to issue H Shares and/or to resell treasury shares of the Company not exceeding 20% of the total number of H Shares in issue (excluding treasury shares) as at the date of passing the relevant resolution, subject to the conditions set out in the resolution proposed at the Annual General Meeting for approving such general mandate |
| “H Shareholder(s)” | the holder(s) of H Share(s) |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “Hong Kong Dollars” | Hong Kong dollars, the lawful currency of Hong Kong |
| “Latest Practicable Date” | 14 May 2025, being the latest practicable date for ascertaining certain information in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended, supplemented or otherwise modified from time to time |
| “Proposed Amendments” | the proposed amendments to the Articles of Association |
| “RMB” or “Renminbi” | Renminbi, the lawful currency of the PRC |
| “SAFE” | State Administration of Foreign Exchange of the PRC |
| “Share(s)” | share(s) in the share capital of the Company, with a nominal value of RMB1.00 each, comprising the H Shares only |
| “Shareholder(s)” | holder(s) of Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |

DEFINITIONS

| | |
|-------------------------|---|
| “Supervisor(s)” | the supervisor(s) of the Company |
| “Supervisory Committee” | the supervisory committee of the Company |
| “Takeovers Code” | the Code on Takeovers and Mergers issued by the Securities and Futures Commission |
| “treasury shares” | has the meaning ascribed to it under the Listing Rules |
| “%” | per cent |

LETTER FROM THE BOARD

JINKE 金科服务

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Jinke Smart Services Group Co., Ltd.

金科智慧服務集團股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9666)

Executive Director:

Mr. Xia Shaofei (*Chairman*)

Non-executive Directors:

Mr. Xu Guofu

Mr. Wu Xiaoli

Ms. Lin Ke

Mr. Shi Cheng

Mr. Qi Shihao

Independent Non-executive Directors:

Ms. Yuan Lin

Ms. Xiao Huilin

Mr. Tung Woon Cheung Eric

Headquarters in the PRC:

Building A4

East Zone

Jinke Shiniancheng

No. 480, Panxi Road

Shimahe Street

Jiangbei District

Chongqing, PRC

Registered office in the PRC:

No. 1 affiliated to 484 Panxi Road

Shima River Street

Jiangbei District

Chongqing, PRC

*Principal place of business
in Hong Kong:*

40th Floor

Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

16 May 2025

To the Shareholders

Dear Sir/Madam,

- (1) REPORT OF THE BOARD OF DIRECTORS FOR 2024;
(2) REPORT OF THE SUPERVISORY COMMITTEE FOR 2024;
(3) AUDITED CONSOLIDATED FINANCIAL STATEMENTS FOR 2024;
(4) 2024 ANNUAL REPORT;
(5) RE-APPOINTMENT OF AUDITOR FOR 2025;
(6) GENERAL MANDATE TO ISSUE ADDITIONAL H SHARES;
(7) GENERAL MANDATE TO BUY BACK H SHARES;
(8) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the notice of the Annual General Meeting and the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the proposed resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

2. BUSINESS TO BE CONSIDERED AT THE ANNUAL GENERAL MEETING

The businesses to be considered at the Annual General Meeting are described in more details in the sections headed “Notice of Annual General Meeting” of this circular.

At the Annual General Meeting, ordinary resolutions will be proposed to approve:

- (1) the report of the Board for the year ended 31 December 2024 (the “**2024 Report of the Board**”);
- (2) the report of the Supervisory Committee for the year ended 31 December 2024 (the “**2024 Report of the Supervisory Committee**”);
- (3) the audited consolidated financial statements of the Company for the year ended 31 December 2024 (the “**2024 Financial Statements**”);
- (4) the 2024 Annual Report; and
- (5) the re-appointment of PricewaterhouseCoopers as the auditor of the Company for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine its remuneration.

At the Annual General Meeting, special resolutions will be proposed to approve:

- (6) the H Share Issue Mandate;
- (7) the H Share Buy-back Mandate; and
- (8) the Proposed Amendments.

3. BUSINESS OF THE ANNUAL GENERAL MEETING

Ordinary Resolutions

3.1 To consider and approve the 2024 Report of the Board

The text of the 2024 Report of the Board is set out in the section headed “Report of the Directors” in the 2024 Annual Report.

The 2024 Report of the Board was considered and approved by the Board on 26 March 2025 and is hereby proposed at the Annual General Meeting for consideration and approval.

LETTER FROM THE BOARD

3.2 To consider and approve the 2024 Report of the Supervisory Committee

The text of the 2024 Report of the Supervisory Committee is set out in the section headed “Report of the Supervisory Committee” in the 2024 Annual Report.

The 2024 Report of the Supervisory Committee was considered and approved by the Supervisory Committee on 26 March 2025 and is hereby proposed at the Annual General Meeting for consideration and approval.

3.3 To consider and approve the 2024 Financial Statements

Please refer to the audited consolidated financial statements contained in the 2024 Annual Report.

The 2024 Financial Statements were considered and approved by the Board on 26 March 2025 and are hereby proposed at the Annual General Meeting for consideration and approval.

3.4 To consider and approve the 2024 Annual Report

The 2024 Annual Report was considered and approved by the Board on 26 March 2025 and is hereby proposed at the Annual General Meeting for consideration and approval.

3.5 To consider and approve the re-appointment of PricewaterhouseCoopers as the auditor of the Company for a term until the conclusion of the next annual general meeting of the Company, and to authorise the Board to determine its remuneration

Special Resolutions

3.6 To consider and approve the grant of H Share Issue Mandate

In order to meet the capital requirements of the Company for its continuous business development, to utilise financing platforms effectively and flexibly and to take advantage of capital market windows in a timely manner, and in accordance with the applicable laws and regulations of the PRC, the Listing Rules and the Articles of Association, the Company proposes to grant the H Share Issue Mandate to the Board by way of a special resolution at the Annual General Meeting to allot, issue or deal with additional H Shares and/or to resell treasury shares of the Company not exceeding 20% of the total number of H Shares in issue (excluding treasury shares) as at the date of passing such resolution. As at the Latest Practicable Date, the issued share capital of the Company comprised 597,088,700 H Shares and the Company did not have any treasury shares.

Subject to the passing of the resolution related to the granting of the H Share Issue Mandate and on the basis that no further H Shares will be issued or bought back or cancelled on or prior to the date of the Annual General Meeting and the Company does not have any treasury shares, the Company will be allowed to allot and issue additional H Shares and/or to resell treasury shares of the Company involving a maximum of 119,417,740 H Shares in accordance with the H Share Issue Mandate.

LETTER FROM THE BOARD

(A) *Special plans on the H Share Issue Mandate:*

- (a) Subject to the conditions set out in (b) below, the Board is hereby authorised to approve, allot, issue, grant and/or otherwise deal with additional H Shares, securities convertible into H Shares, and options, warrants to subscribe for or convertible into H Shares or other securities with rights to subscribe for or convert into H Shares, and/or to resell treasury shares of the Company, separately or at the same time during the Relevant Period (as defined below). Notwithstanding the fulfillment of the conditions set out in (b) below, if the allotment of voting H Shares will result in a de facto change of control of the Company, the Board shall separately obtain authorisation by way of a special resolution in advance before making such an allotment.
- (b) The number of additional H Shares, securities convertible into H Shares, or options, warrants to subscribe for or convertible into H Shares or other securities with rights to subscribe for or convert to H Shares (which shall be calculated on the basis of the number of H Shares that such securities can be converted into/be allotted) proposed to be approved, allotted, issued, granted and/or otherwise dealt with, and/or the treasury shares of the Company proposed to be resold by the Board shall not exceed 20% of H Shares in issue (excluding treasury shares) of the Company as at the date on which this resolution is passed at the Annual General Meeting.
- (c) For the purposes of this resolution:

“**Relevant Period**” means the period from the date on which this special resolution is passed at the Annual General Meeting until the earliest of: (1) the conclusion of the next annual general meeting of the Company following the date of passing of this resolution; (2) the expiration of twelve months following the date of passing of this resolution; and (3) the date on which the authority granted to the Board under this resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.
- (d) The Board is hereby authorised to determine the details of the issuance plan, including but not limited to: (1) the number of H Shares proposed to be issued; (2) the pricing basis and/or the offer price (including the price range); (3) the date of opening and closing of the issuance; (4) the specific use of the proceeds raised; (5) the recommendation, agreement and share options to be made or granted for the exercise of the said power; and (6) other contents to be included in the detailed issuance plan as required by the relevant laws and regulations and other regulatory documents, the relevant regulatory authorities and the local stock exchange.

LETTER FROM THE BOARD

- (e) The Board is hereby authorised to implement the issuance plan and deal with the matters related to an increase in the registered capital of the Company so as to reflect the H Shares authorised to be issued by the Company under this resolution, and to make such amendments as it deems appropriate and necessary to the provisions related to the issuance of H Shares and registered capital in the Articles of Association, and to adopt and complete any other actions and procedures that are necessary for the implementation of the issuance plan and the completion of the increase in the registered capital of the Company.

(B) Relevant mandate:

In order to enhance the efficiency of decision-making, reduce internal approval procedures and grasp market opportunities, in respect of the H Share Issue Mandate to issue H Shares, and/or to resell treasury shares of the Company, it is proposed to the Annual General Meeting to approve the authorisation of the Board and any persons authorised by the Board to deal with the matters in connection with the H Share Issue Mandate to issue H Shares, and/or to resell treasury shares of the Company. The specific details of the mandate given to the authorised persons will be separately determined upon the exercise of the H Share Issue Mandate by the Board under this resolution.

3.7 To consider and approve the grant of the H Share Buy-back Mandate

(A) H Share Buy-back Mandate

The Company Law (to which the Company is subject) provides that a joint stock limited company incorporated in the PRC may not buy back its shares unless such buy-back is effected for the purpose of (a) reducing its registered share capital; (b) in connection with a merger between itself and another entity that holds its shares; (c) granting shares as reward to the staff of the company; (d) the buy-back is made at the request of its shareholders who disagrees with shareholders' resolutions in connection with a merger or division; (e) utilising the shares for conversion of corporate bonds which are convertible into shares issued by the Company; or (f) where it is necessary for safeguarding the value of the Company and the interests of its shareholders. The Articles of Association provides that subject to obtaining the approval of the relevant regulatory authorities and compliance with its articles of association, share buy-backs may be effected by a joint stock limited company listed outside the PRC for the purpose of reducing its share capital or in connection with a merger between itself and another entity that holds its shares or in circumstances permitted by law or administrative regulations.

PRC laws and regulations and the Listing Rules permit shareholders of a PRC joint stock limited company to grant a general mandate to the Directors to buy back H shares of such company that are listed on the Stock Exchange. Such mandate is required to be given by way of a special resolution passed by shareholders in general meeting.

LETTER FROM THE BOARD

As the H Shares are traded on the Stock Exchange in Hong Kong dollars and the price payable by the Company upon any buy-back of H Shares will, therefore, be paid in Hong Kong dollars, the approval of the Chongqing Administrative Office of SAFE will be required for the Company to exchange and remit such amount of Hong Kong dollars to effect the buy-back.

Accordingly, approval is being sought from the Shareholders for a general mandate to buy back H Shares in issue (excluding treasury shares). In accordance with the legal and regulatory requirements described herein, the Directors will convene and hold the Annual General Meeting. A special resolution will be proposed at the Annual General Meeting to grant to the Directors the H Share Buy-back Mandate, details of which will be set out in the notice of the Annual General Meeting. The H Shares which may be bought back pursuant to the H Share Buy-back Mandate shall not exceed 10% of the total number of H Shares in issue (excluding treasury shares) as at the date of passing of the resolution for approving the H Share Buy-back Mandate.

(B) General

The H Share Buy-back Mandate would expire on the earlier of (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution at the Annual General Meeting; (b) the expiration of a period of twelve months following the passing of the relevant special resolution at the Annual General Meeting; or (c) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting.

In accordance with the requirements of the Articles of Association applicable to capital reduction, the Company will have to notify its creditors of the passing of the resolution for the reduction of the registered capital of the Company within 10 days after the passing of such resolution and also by way of the publication on a newspaper or the National Enterprise Credit Information Publicity System within 30 days after the passing of the resolution. Creditors then have a period of up to 30 days after the Company's notification or if no such notification has been received, up to 45 days after the publication of the announcement to require the Company to repay amounts due to them or to provide guarantees in respect of such amounts.

An explanatory statement giving certain information regarding the H Share Buy-back Mandate is set out in Appendix I to this circular.

3.8 To consider and approve the Proposed Amendments

Reference is made to the announcement dated 28 April 2025 in relation to the Proposed Amendments and next day disclosure return of the Company dated 3 December 2024, the Company has cancelled a total of 20,672,200 H shares of the Company (the “**Share Cancellation**”) repurchased by the Company during the period from 9 July 2024 to 10

LETTER FROM THE BOARD

September 2024 pursuant to the general mandate granted to the Board to repurchase H shares of the Company as approved by the Shareholders at the annual general meeting held on 7 June 2024. After the Share Cancellation, the total number of Shares has been changed from 617,760,900 Shares to 597,088,700 Shares, and the registered capital of the Company has been changed from RMB617,760,900 to RMB597,088,700.

In light of the current registered capital of the Company after the Share Cancellation, the Board proposed to put forward to the Shareholders for approval at the AGM a special resolution to amend the existing Articles of Association. The Company considers that the Proposed Amendments will not result in any adverse impact on the shareholder protection mechanism provided in the Articles of Association and there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong. For details of the Proposed Amendments, please refer to Appendix II to this circular.

The Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the AGM and, if approved, will become effective upon such approval. Prior to the passing of the special resolution at the AGM, the prevailing Articles of Association shall remain valid.

The Articles of Association are prepared and written in Chinese without formal English version. As such, any English translation shall be for reference only. In the event of any inconsistency, the Chinese version shall prevail.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENTS

Notice convening the Annual General Meeting containing the resolutions to be proposed at the Annual General Meeting are set out on pages 17 to 20 of this circular. Proxy form for use at the Annual General Meeting is also enclosed in this circular.

If Shareholders intend to appoint a proxy to attend the Annual General Meeting, Shareholders are required to complete and return the respective proxy form in accordance with the instructions printed thereon and return it by personal delivery or by post not less than 24 hours before the time fixed for holding the Annual General Meeting, or any adjournment thereof (as the case may be). The proxy form should be returned to the Company's H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong. Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjourned meeting thereof (as the case may be) if they so wish.

5. 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. Accordingly, the chairman of the Annual General Meeting will exercise his power under the Articles of Association to demand a poll in relation to all the proposed resolutions at the Annual General Meeting.

LETTER FROM THE BOARD

6. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025 (both days inclusive), during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, H Shareholders whose transfer documents have not been registered are required to deposit all properly completed share transfer forms together with the relevant share certificates to the Company's H shares 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 Monday, 2 June 2025.

7. RECOMMENDATION

The Board considers that all the resolutions proposed at the Annual General Meeting are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of these proposed resolutions at the Annual General Meeting.

8. 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 purposes 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.

By order of the Board
Jinke Smart Services Group Co., Ltd.
Xia Shaofei
Chairman

In accordance with the Listing Rules, this appendix serves as the explanatory statement to provide you with requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the special resolution(s) to be proposed at the Annual General Meeting for the grant of the H Share Buy-back Mandate to the Directors.

H SHARE BUY-BACK MANDATE

Reasons for buying back H Shares

The Directors believe that the flexibility afforded by the H Share Buy-back Mandate would be beneficial to and in the interest of the Company and its Shareholders in the long run. When exercising the H Share Buy-back Mandate, the Directors may, subject to market conditions and the Company's capital management needs at the relevant time of the buy-backs, resolve to cancel the Shares bought back following settlement of any such buy-back or hold them as treasury shares. Shares bought back for cancellation may, depending on market conditions and funding arrangements at such time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Share buy-backs will only be made when the Directors believe that such buy-backs will benefit the Company and its Shareholders.

Registered Capital

As at the Latest Practicable Date, the total registered share capital of the Company was RMB597,088,700 comprising 597,088,700 H Shares of RMB1.00 each and the Company did not have any treasury shares.

Exercise of the H Share Buy-back Mandate

Subject to the passing of the relevant special resolution in relation to the grant of the H Share Buy-back Mandate to the Board proposed at the Annual General Meeting, the Board will be granted the H Share Buy-back Mandate until the earlier of: (a) the conclusion of the next annual general meeting of the Company following the passing of the relevant special resolution at the Annual General Meeting; (b) the expiration of a period of twelve months following the passing of the relevant special resolution at the Annual General Meeting; or (c) the date on which the authority conferred by the relevant special resolution is revoked or varied by a special resolution of the Shareholders at a general meeting (the “**Relevant Period**”). The exercise of the H Share Buy-back Mandate is subject to the approval of the relevant PRC regulatory authorities as required by the laws, rules and regulations of the PRC being obtained (if applicable).

In accordance with the Listing Rules, the Company will not buy back H Shares if the purchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which H Shares were traded on the Stock Exchange.

The exercise in full of the H Share Buy-back Mandate (on the basis of 597,088,700 H Shares in issue as at the Latest Practicable Date and no H Shares will be allotted and issued or bought back or cancelled by the Company on or prior to the date of the Annual General Meeting and the Company does not have any treasury shares) would result in a maximum of 59,708,870 H Shares that may be bought back by the Company during the Relevant Period, being the maximum of 10% of the total number of H Shares in issue (excluding treasury shares) as at the date of passing the relevant resolution.

Funding of Buy-backs

In repurchasing its H Share, the Company intends to apply funds from the Company's internal resources (which may include surplus funds, retained profits and proceeds from the listing of H Shares on the Stock Exchange) legally available for such purpose in accordance with the Articles of Association and the applicable laws, rules and regulations of the PRC. The Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H Shares so cancelled. The Company may not buy back securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

GENERAL

An exercise of the H Share Buy-back Mandate in full could have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited accounts contained in the annual report of the Company for the year ended 31 December 2024) at any time during the proposed buy-back period. However, the Directors do not propose to exercise the H Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital needs of the Company or the gearing level of the Company. The number of H Shares to be bought back on any occasion and the price and other terms upon which the same are bought back will be decided by the Directors at the relevant time having regarded to the circumstances then prevailing, in the best interests of the Company.

The Directors have undertaken that, so far as the same may be applicable, they will exercise the powers of the Company to make buy back under the H Share Buy-back Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

The Directors confirm that neither this explanatory statement nor the proposed share buy-back mentioned above has any unusual features.

STATUS OF BOUGHT BACK H SHARES

The Listing Rules provide that the listing of all the H Shares bought back by the Company shall be cancelled and/or be held by the Company as treasury shares, and with respect to the Shares bought back for cancellation, the registered capital of the Company shall be reduced accordingly based on the total nominal value of H Shares cancelled.

H SHARES PRICES

The highest and lowest traded prices for H Shares recorded on the Stock Exchange during each of the twelve months preceding the Latest Practicable Date were as follows:

| Month | Highest prices <i>HK\$</i> | Lowest prices <i>HK\$</i> |
|---|--------------------------------------|-------------------------------------|
| 2024 | | |
| May | 10.30 | 8.71 |
| June | 9.19 | 7.35 |
| July | 8.16 | 5.63 |
| August | 8.42 | 6.82 |
| September | 9.17 | 5.97 |
| October | 10.10 | 7.41 |
| November | 7.94 | 6.36 |
| December | 8.24 | 6.36 |
| 2025 | | |
| January | 7.74 | 6.50 |
| February | 7.45 | 6.56 |
| March | 8.79 | 7.11 |
| April | 7.88 | 7.00 |
| May (up to and including the Latest Practicable Date) | 7.47 | 6.96 |

H SHARES BOUGHT BACK BY THE COMPANY

No buy-back of H Shares has been made by the Company in the previous six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

DISCLOSURE OF INTERESTS

If as a result of a share buy-back by the Company, a substantial shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. Accordingly, a shareholder, or group of shareholders acting in concert, could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Boyu Group, LLC and parties acting in concert with it, together held approximately 37.86% of the total number of issued H Shares. Upon the completion of the auction shares transfer (the "**Auction Shares Transfer**") as disclosed in the announcement of the Company dated 28 April 2025, assuming the Company's issued share capital remains unchanged, Boyu Group, LLC and parties acting in concert with it will hold approximately 55.91% of the total issued share capital of the Company. In the event that the

Directors exercised in full the power to buy back H Shares in accordance with the terms of the H Share Buy-back Mandate proposed at the Annual General Meeting, assuming the total number of the issued H Shares of the Company and the total number of issued H Shares held by Boyu Group, LLC and parties acting in concert with it remain unchanged (and the Auction Shares Transfer has been completed) and the Company does not have any treasury shares, the shareholding of Boyu Group, LLC and parties acting in concert with it would be increased to approximately 62.12% of the total number of issued H Shares. The Directors are not aware of any consequences which will arise under the Takeovers Code and/or any similar applicable law, as a result of any buy-backs to be made under the H Share Buy-back Mandate. Moreover, the Directors will not make share buy-back on the Stock Exchange if such buy-back would result in the requirements under Rule 8.08 of the Listing Rules not being complied with.

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, any of their close associates presently intends to sell H Shares to the Company under the H Share Buy-back Mandate in the event that the H Share Buy-back Mandate is approved by the Shareholders and the conditions (if any) to which the H Share Buy-back Mandate is subject are fulfilled.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any H Shares to the Company, or that they have undertaken not to sell any H Shares held by them to the Company in the event that the H Share Buy-back Mandate is approved by its Shareholders and the conditions (if any) to which the H Share Buy-back Mandate is subject are fulfilled.

APPENDIX II PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The details of the Proposed Amendments are shown herein (with strikethrough to denote text to be deleted and underline to denote text to be added) as follows. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the new articles. If the serial numbering of the clauses, paragraphs and article numbers of the existing articles is changed due to the addition, deletion or re-arrangement of certain clauses, paragraphs and article numbers made in these amendments, the serial numbering of the clauses, paragraphs and article numbers of the existing articles as so amended shall be changed accordingly, including cross references.

| No. | Existing Article* | Amended Article |
|-----------------------------------|---|--|
| Paragraphs 4 and 5, Article 18 | <p>After the completion of the cancellation of 1,556,800 H shares on 30 June 2023, 5,508,200 H shares on 8 August 2023, 6,304,000 H shares on 6 November 2023, 15,657,200 H shares on 2 February 2024 and 6,061,000 H shares on 12 July 2024, the registered capital of the Company was RMB617,760,900 and the total number of shares was 617,760,900.</p> <p>The share capital structure of the Company shall be as follows: 617,760,900 ordinary shares, including 0 domestic share and 617,760,900 overseas listed shares.</p> | <p>After the completion of the cancellation of 1,556,800 H shares on 30 June 2023, 5,508,200 H shares on 8 August 2023, 6,304,000 H shares on 6 November 2023, 15,657,200 H shares on 2 February 2024 and <u>6,061,000 H shares on 12 July 2024 and 20,672,200 H shares on 3 December 2024</u>, the registered capital of the Company was RMB617,760,900<u>597,088,700</u> and the total number of shares was 617,760,900<u>597,088,700</u>.</p> <p>The share capital structure of the Company shall be as follows: 617,760,900<u>597,088,700</u> ordinary shares, including 0 domestic share and 617,760,900<u>597,088,700</u> overseas listed shares.</p> |

* The Articles of Association as of 22 August 2024.

NOTICE OF ANNUAL GENERAL MEETING

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Jinke Smart Services Group Co., Ltd.

金科智慧服務集團股份有限公司

(a joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 9666)

NOTICE OF ANNUAL GENERAL MEETING

TO BE HELD ON FRIDAY, 6 JUNE 2025

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Annual General Meeting**”) of Jinke Smart Services Group Co., Ltd. (the “**Company**”) will be convened and held at Building A4, East Zone, Jinke Shiniancheng, No. 480, Panxi Road, Shimahe Street, Jiangbei District, Chongqing, PRC on Friday, 6 June 2025 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider and approve the report of the board (the “**Board**”) of directors (the “**Directors**”) of the Company for the year ended 31 December 2024.
2. To consider and approve the report of the supervisory committee of the Company (the “**Supervisory Committee**”) for the year ended 31 December 2024.
3. To consider and approve the audited consolidated financial statements of the Company for the year ended 31 December 2024.
4. To consider and approve the annual report of the Company for the year ended 31 December 2024.
5. To consider and approve the re-appointment of PricewaterhouseCoopers as the auditors of the Company for a term until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

SPECIAL RESOLUTIONS

6. To grant a general mandate to the Board to allot, issue and deal with additional H shares of the Company and/or to resell treasury shares of the Company not exceeding 20% of the total number of H shares of the Company in issue (excluding treasury shares), and to authorise the Board to make such amendments as it deems appropriate to the provisions of the articles of association of the Company, so as to reflect the new capital structure upon additional allotment and issuance of shares pursuant to such mandate. Details of the resolution are set out in the Circular.
7. To consider and, if thought fit, to approve the following general mandate for the Board and the persons authorised by the Board to buy back H shares of the Company:
 - (a) the Board be granted a general mandate, by reference to market conditions and in accordance with needs of the Company, to buy back H shares of the Company not exceeding 10% of the total number of H shares of the Company in issue (excluding treasury shares) at the time when this resolution is passed at the Annual General Meeting.
 - (b) the Board be authorised to (including but not limited to the following):
 - (i) formulate and implement the buy-back plan, including but not limited to determining the time of buy-back, period of buy-back, buy-back price and number of shares to buy back, etc.;
 - (ii) notify creditors and issue announcements pursuant to the requirements of the laws and regulations such as Company Law and the articles of association of the Company;
 - (iii) open overseas share accounts and money accounts and to carry out related change of foreign exchange registration procedures;
 - (iv) carry out relevant procedures or filing procedures (if any) pursuant to the applicable laws, regulations and rules; and
 - (v) carry out cancellation procedures for bought back shares not held by the Company as treasury shares, make corresponding amendments to the articles of association of the Company relating to, among others, share capital and shareholdings, and carry out modification registrations and make filings.

NOTICE OF ANNUAL GENERAL MEETING

(c) Authorisation period

The period of above general mandate shall not exceed the relevant period (the “**Relevant Period**”). The Relevant Period commences from the day when the authority conferred by this special resolution is approved by a special resolution of shareholders at the Annual General Meeting and ends at the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the date of passing of this resolution;
 - (ii) the expiration of a period of twelve months following the passing of this special resolution at the Annual General Meeting; or
 - (iii) the date on which the authority conferred by this resolution is revoked or varied by a special resolution of shareholders at a general meeting.
8. To consider and approve the proposed amendments to the articles of association of the Company, and to authorise the Directors to deal with on behalf of the Company the relevant application(s), approval(s), registration(s), filing(s) and other related procedures or issues and to make further amendment(s) (where necessary) pursuant to the requirements of the relevant governmental and/or regulatory authorities arising from the proposed amendments to the articles of association of the Company.

By Order of the Board
Jinke Smart Services Group Co., Ltd.
Xia Shaofei
Chairman

Chongqing, 16 May 2025

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the Annual General Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.jinkeservice.com) in accordance with the Listing Rules.
2. All shareholders of the Company are eligible for attending the Annual General Meeting. Any shareholder of the Company entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint a proxy or more than one proxy to attend the Annual General Meeting and vote instead of him/her. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant proxy form. Every shareholder of the Company present in person or by proxy shall be entitled to one vote for each share held by him/her.
3. In order to be valid, the proxy form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be completed and returned to, the Company’s H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 24 hours before the time appointed for the Annual General Meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude a shareholder of the Company from attending and voting at the Annual General Meeting or any adjourned meeting thereof should he/she so wish.
4. For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025 (both dates inclusive), during which period no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, holders of H shares of the Company whose transfer documents have not been registered are required to submit the share certificates together with the properly completed share transfer forms to the Company’s H share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 2 June 2025.
5. The instrument appointing the proxy must be in writing and signed by the appointor or his/her attorney duly authorised in writing, or if the appointer is a legal person, either under a legal person’s seal or signed by its director or an attorney duly authorised in writing.
6. The Annual General Meeting (or any adjournment thereof) is expected to take no more than half a day. Shareholders of the Company or their proxies attending the Annual General Meeting (or any adjournment thereof) shall bear their own travelling and accommodation expenses.

As at the date of this notice, the Board comprises Mr. Xia Shaofei as executive Director, Mr. Wu Xiaoli, Ms. Lin Ke, Mr. Xu Guofu, Mr. Shi Cheng and Mr. Qi Shihao as non-executive Directors, and Ms. Xiao Huilin, Ms. Yuan Lin and Mr. Tung Woon Cheung Eric as independent non-executive Directors.