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First Service Holding Limited

第一服务控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 2107)

COMPLETION OF MAJOR TRANSACTION IN RELATION TO ACQUISITION OF 8% OF THE ISSUED SHARE CAPITAL OF THE TARGET COMPANY INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

References are made to (i) the announcements of First Service Holding Limited (the “**Company**”) dated November 21, 2022, December 30, 2022, March 30, 2023, June 20, 2023, October 13, 2023 and December 28, 2023 in relation to, amongst other things, the major transaction in relation to the Acquisition of 8% of the issued share capital of the Target Company involving the issue of Consideration Shares under Specific Mandate, the major transaction in relation to grant of Call Option and Put Option, and the nomination of Director; and (ii) the circular of the Company dated May 31, 2023 (the “**Circular**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Circular.

COMPLETION OF MAJOR TRANSACTION IN RELATION TO ACQUISITION OF 8% OF THE ISSUED SHARE CAPITAL OF THE TARGET COMPANY INVOLVING THE ISSUE OF CONSIDERATION SHARES UNDER SPECIFIC MANDATE

The Board is pleased to announce that all conditions precedent of the Agreement (as amended and supplemented by the supplemental agreement dated March 30, 2023 (the “**Supplemental Agreement**”) and the second supplemental agreement dated December 28, 2023 entered into between the Vendors and the Company (the “**Second Supplemental Agreement**”)) had been fulfilled and the Completion took place on May 13, 2024 in accordance with the terms and conditions as set out in the Agreement (as amended and supplemented by the Supplemental Agreement and the Second Supplemental Agreement). On May 13, 2024, a total of 264,000,000 Consideration Shares, among which 158,400,000 Consideration Shares and 105,600,000 Consideration Shares have been allotted and issued to Platinum Wish and View Max, respectively, pursuant to the terms and conditions of the

Agreement (as amended and supplemented by the Supplemental Agreement and the Second Supplemental Agreement), at the Issue Price of HKD0.68 per Consideration Share as the Consideration for the Acquisition.

Following Completion, the Company holds 8% of the issued share capital of the Target Company. As the Target Company will not become a subsidiary of the Company, its financial results will not be consolidated into the financial statements of the Group.

CHANGES IN SHAREHOLDING STRUCTURE

Set out below is the shareholding structure of the Company (i) immediately prior to Completion; and (ii) immediately after Completion and the allotment and issue of the Consideration Shares:

	Immediately prior to Completion		Immediately after Completion and allotment and issue of the Consideration Shares	
	Number of Shares	Approximate % of shareholding	Number of Shares	Approximate % of shareholding
Glorious Group ⁽¹⁾	334,926,750	33.49%	334,926,750	26.50%
Hao Fung ⁽²⁾	170,777,250	17.08%	170,777,250	13.51%
Shanghai CDH Yaojia Venture Capital Center (Limited Partnership)	86,424,000	8.64%	86,424,000	6.84%
Zhang Peng	8,225,000	0.82%	8,225,000	0.65%
Liu Pei Qing Management Limited ⁽³⁾	11,873,750	1.19%	11,873,750	0.94%
Long Han Management Limited ⁽⁴⁾	10,511,250	1.05%	10,511,250	0.83%
Jin Chungang	1,007,282	0.10%	1,007,282	0.08%
Zhu Li	676,155	0.07%	676,155	0.05%
Directors of subsidiaries of the Company	5,158,627	0.52%	5,158,627	0.41%
Other public Shareholders	370,419,936	37.04%	370,419,936	29.31%
The Vendors				
— Platinum Wish	—	—	158,400,000	12.53%
— View Max	—	—	105,600,000	8.35%
Total	<u>1,000,000,000</u>	<u>100%</u>	<u>1,264,000,000</u>	<u>100%</u>

Notes:

- (1) Glorious Group Holdings Limited (“**Glorious Group**”) is wholly owned by Mr. Zhang Lei, who is a controlling shareholder of the Company and a party acting in concert of Mr. Zhang Peng by virtue of an acting-in-concert agreement entered into between themselves.
- (2) Hao Fung is wholly owned by Mr. Zhang Peng, who is the chairman of the Board and a non-executive Director.
- (3) Liu Pei Qing Management Limited is wholly owned by Mr. Liu Peiqing, who is an executive Director.
- (4) Long Han Management Limited is wholly owned by Mr. Long Han, who is a non-executive Director.
- (5) Mr. Zhang Lei, Mr. Zhang Peng, Glorious Group and Hao Fung are the controlling shareholders of the Company.

APPOINTMENT OF NON-EXECUTIVE DIRECTOR

References are made to the announcement of the Company dated October 13, 2023 and November 20, 2023 in relation to, amongst other things, the nomination and appointment of Director. The Board is pleased to announce that Mr. Wang Ziming (“**Mr. Wang**”) has been appointed as a non-executive Director with effect from May 13, 2024.

The biographical details of Mr. Wang are set out below:

Mr. Wang, aged 29, has been an investment manager of Century Golden Resources Investment Group Co., Ltd. (世紀金源投資集團有限公司), an asset management company based in Beijing, the PRC which is owned by Mr. Huang Tao and Mr. Huang Shiyong as to 60% and 40%, respectively, as of the date of this announcement, since August 2020. He is responsible for external equity investment and industrial capital operation of Century Golden Resources Investment Group Co., Ltd.. Prior to that, from October 2017 to August 2020, Mr. Wang worked at PricewaterhouseCoopers Zhong Tian LLP, in which his last position was senior auditor, where he was responsible for the provision of annual audit, IPO audit and special audit services for listed companies.

Mr. Wang graduated with a bachelor’s degree in management from Lanzhou University in the PRC. Mr. Wang has passed The Association of Chartered Certified Accountants (ACCA) examination in October 2019, and passed The Chinese Institute of Certified Public Accountants (CICPA) Professional Stage examination in November 2021.

As of the date of this announcement, Mr. Wang has entered into a letter of appointment with the Company for an initial fixed term of three years commencing upon Completion, subject to retirement by rotation and re-election at least once every three years in

accordance with the articles of association of the Company and the Listing Rules. Pursuant to the said letter of appointment, Mr. Wang will receive no remuneration in his capacity as a non-executive Director.

Save as disclosed above, as of the date of this announcement, Mr. Wang has confirmed that he does not hold (i) any other position with the Company or other members of the Group; (ii) any directorship in any other public companies with securities of which are listed on any securities market in Hong Kong or overseas in the last three years; or (iii) any other major appointments or professional qualifications.

Save as disclosed above, as of the date of this announcement, Mr. Wang has confirmed that he does not have any relationship with any director, senior management or substantial shareholder or controlling shareholder of the Company, or any interest in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information that is required to be disclosed pursuant to any of the requirements under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the Shareholders or the Stock Exchange relating to Mr. Wang's appointment.

The Board would like to take this opportunity to welcome Mr. Wang in joining the Company.

By order of the Board
First Service Holding Limited
Zhang Peng
Chairman

Hong Kong, May 13, 2024

As at the date of this announcement, our executive Directors are Mr. Liu Peiqing, Mr. Jin Chungang and Ms. Zhu Li, our non-executive Directors are Mr. Zhang Peng, Mr. Long Han and Mr. Wang Ziming, and our independent non-executive Directors are Ms. Sun Jing, Mr. Cheng Peng and Mr. Chen Sheng.