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If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Greentown Service Group Co. Ltd., you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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Greentown Service Group Co. Ltd.

綠城服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 2869)

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
DECLARATION OF A FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of Greentown Service Group Co. Ltd. to be held at 2F, Block B, Xixi International Center, No. 767 West Wenyi Road, Hangzhou, Zhejiang Province on 26 May 2017 at 1:00 p.m. is set out on pages 14 to 19 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.lvchengfuwu.com). Whether or not you are able to attend the annual general meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (i.e. before 1:00 p.m. on 24 May 2017) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the annual general meeting (or any adjournment thereof) if they so wish.

25 April 2017

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 2F, Block B, Xixi International Center, No. 767 West Wenyi Road, Hangzhou, Zhejiang Province on 26 May 2017 at 1:00 p.m., or any adjournment thereof and notice of which is set out on pages 14 to 19 of this circular
“Articles of Association”	the articles of association of the Company adopted on 13 June 2016 and effective on 12 July 2016, and as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	Greentown Service Group Co. Ltd., an exempted company incorporated on 24 November 2014 in the Cayman Islands with limited liability, with its shares listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution granting the General Mandate
“Greentown China”	Greentown China Holdings Limited (綠城中國控股有限公司), a Cayman Islands incorporated real estate developer listed on the Stock Exchange (stock code: 3900). Mr. Shou Bainian, a non-executive Director and Controlling Shareholder, and Mr. Song Weiping, a Controlling Shareholder, collectively own 18.6% of the issued share capital of Greentown China as of the Latest Practicable Date
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 April 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Lily International Investment”	Lily International Investment Company Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, being a Controlling Shareholder and is directly owned as to 100% by Mr. Shou Bainian, a non-executive Director
“Listing Date”	12 July 2016, being the date of the listing of the Shares on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Orchid Garden Investment”	Orchid Garden Investment Company Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, being a Controlling Shareholder and is indirectly owned as to 40%, 39% and 21% by Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo, respectively
“Osmanthus Garden Investment”	Osmanthus Garden Investment Company Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, being a Controlling Shareholder and is directly owned as to 100% by Mr. Song Weiping
“ShenaLan International Investment”	ShenaLan International Investment Company Limited, a company incorporated under the laws of the British Virgin Islands with limited liability, being a Controlling Shareholder and is directly owned as to 100% by Ms. Xia Yibo, a non-executive Director
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the relevant resolution granting the Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“Securities and Futures Ordinance”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of nominal value of HK\$0.00001 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong, as amended from time to time
“%”	percent

LETTER FROM THE BOARD



Greentown Service Group Co. Ltd.

綠城服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 2869)

Executive Directors:

Ms. Li Hairong
Mr. Yang Zhangfa
Mr. Wu Zhihua
Mr. Chen Hao

Registered office:

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

Non-executive Directors:

Mr. Shou Bainian
Ms. Xia Yibo

*Principal place of business
in Hong Kong:*

36/F, Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Independent Non-executive Directors:

Mr. Poon Chiu Kwok
Mr. Tian Zaiwei
Mr. Wong Ka Yi

25 April 2017

To the Shareholders

Dear Sir or Madam

**PROPOSALS FOR
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES
AND
RE-ELECTION OF RETIRING DIRECTORS
AND
DECLARATION OF A FINAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to give you the notice of Annual General Meeting and the following proposals to be put forward at the Annual General Meeting: (a) granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; (b) the re-election of the retiring Directors; and (c) the declaration of a final dividend.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 6(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with the additional Shares not exceeding 20% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 2,777,776,000 Shares have been fully paid. Subject to the passing of the ordinary resolution numbered 6(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to issue a maximum of 555,555,200 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 6(C), the number of Shares purchased by the Company under ordinary resolution numbered 6(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 6(A) provided that such additional value shall represent up to 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing the resolutions in relation to the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the aggregate nominal value of the share capital of the Company in issue as at the date of passing of the resolution in relation to the Repurchase Mandate.

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

RE-ELECTION OF RETIRING DIRECTORS

In accordance with article 84 of the Articles of Association, one-third of the Directors for the time being (or if their number is not a multiple of three, the number nearest to but not less than one-third) will retire from office by rotation and will be eligible for re-election and re-appointment at every annual general meeting, provided that every Director shall be subject to retirement by rotation at least once every three years. Accordingly, Ms. Li Hairong, Mr. Chen Hao and Mr. Shou Bainian will retire and, being eligible, have offered themselves for re-election as Directors at the Annual General Meeting.

LETTER FROM THE BOARD

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

DECLARATION OF A FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board has recommended the payment of a final dividend of HK\$0.04 per Share in respect of the year ended 31 December 2016. Conditional upon the passing of Ordinary Resolution 2 by the Shareholders at the Annual General Meeting to be held on Friday, 26 May 2017, the register of members of the Company will be closed from Friday, 2 June 2017 to Tuesday, 6 June 2017 (both dates inclusive) during which period no transfer of Shares will be registered and the final dividend is expected to be paid on 16 June 2017. Shareholders registered under the Hong Kong branch register of members as of 6 June 2017 will be entitled to the final dividends. All final dividends will be paid in Hong Kong dollars. In order to determine the identity of the Shareholders who are entitled to the final dividend, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Thursday, 1 June 2017.

NOTICE OF ANNUAL GENERAL MEETING

With reference to the preliminary results announcements of the Company dated 23 March 2017, it was stated that the annual general meeting will be held on 29 May 2017. In view of public holiday in the PRC on 29 May 2017, the Annual General Meeting is re-scheduled to 26 May 2017. Accordingly, the closure of register of members of the Company for ascertaining shareholders' right to attend and vote at the Annual General Meeting and the closure of register of members of the Company for ascertaining Shareholders' entitlement to the proposed final dividend will be changed as set out in this circular and the notice of the Annual General Meeting.

Set out on pages 14 to 19 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors and declaration of a final dividend.

FORM OF PROXY

A form of proxy is enclosed for use at the Annual General Meeting. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.lvchengfuwu.com). Whether or not you intend to attend the Annual General Meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to Hong Kong Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Annual General Meeting (i.e. before 1:00 p.m. on 24 May 2017 or any adjournment thereof).

LETTER FROM THE BOARD

Completion and delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Annual General Meeting if they so wish and in such event the form of proxy shall be deemed to be revoked.

VOTING BY POLL

There is no Shareholder who has any material interest in the proposed resolutions regarding the General Mandate and Repurchase Mandate, therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and article 66 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the Annual General Meeting, 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. Accordingly, each of the resolutions set out in the Notice will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares, the Repurchase Mandate to repurchase Shares, the re-election of the retiring Directors and the declaration of the final dividend are in the interests of the Group and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

Yours faithfully
By order of the Board
Greentown Service Group Co. Ltd.
Li Hairong
Chairman

The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the Securities and Futures Ordinance.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

Executive Directors

Ms. Li Hairong (李海榮), aged 59, was our sole Director from the date of our incorporation until 26 November 2015 and was re-designated as our chairman and executive Director on 27 November 2015. From June 1997 to September 1998, Ms. Li held various positions at Greentown Property Group Co., Ltd. (綠城房地產集團有限公司) (being the wholly-owned subsidiary of Greentown China, incorporated in Cayman Islands and listed on the Stock Exchange of Hong Kong Limited (stock code: 3900) which engages in the business of property development), including being its vice general manager, executive vice general manager and executive general manager. She joined our Group in October 1998 and has been responsible for the development strategy and strategic planning of our Group as well as for making decisions for material operational matters. Ms. Li has been the Chairman of Greentown Property Management since October 1998, and was also its general manager from October 1998 to February 2011, where she was primarily responsible for its overall management and daily operation. She also served as the executive general manager of Greentown Holdings from January 2006 to October 2015. She has also been a Certified Property Manager authorized by the MOHURD since May 2013.

In addition, Ms. Li currently holds directorship in various other subsidiaries of our Company.

Ms. Li has been a vice president of China Property Management Association (中國物業管理協會) since June 2010. She has also been a vice president of the Zhejiang Province Real Estate Industry Association (浙江房地產協會) and the head of its Property Management Special Committee (物業管理專業委員會) since December 2011 and July 2012, respectively. She was awarded as Person of the Year in the 2009 Hangzhou Quality of Life and Comfortable Life Reviews Conference (“2009杭州生活品質・舒適生活”) in April 2009. Ms. Li graduated

from the Department of Basic Specialized Training for Party and Government Officials (黨政管理幹部基礎專修科) of Zhejiang Radio and Television University (浙江廣播電視大學) in Zhejiang Province, the PRC in July 1988.

Ms. Li has entered into a service contract with the Company as executive Director for a term of three years commencing from the Listing Date. Ms. Li is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Ms. Li is entitled to receive a monthly director's fee of RMB80,000. Ms. Li is entitled to receive a discretionary management bonus which is determined by the Board with reference to the Company's performance, the prevailing market conditions and the individual director's overall performance after the completion of each service year. Ms. Li received directors' emoluments (including bonuses, salaries, pension plans, discretionary bonuses, housing and other allowances, and other in-kind benefits) in the total sum of RMB910,000 for the year ended 31 December 2016.

As at the Latest Practicable Date, Ms. Li had an interest of 591,334,000 Shares within the meaning of Part XV of the Securities and Future Ordinance, representing approximately 21.29% of the total issued share capital of the Company.

Mr. Chen Hao (陳浩), aged 47, has been an executive Director since 27 November 2015. He joined the Group in May 2015 as a vice general manager primarily responsible for the management of community products and services of the Group. He has been a director of Greentown Property Management since November 2015 and a director of Twin Cities Network since April 2015. Mr. Chen has served as a director of Hong Kong Hung Suen International Resources Limited (香港鴻巽國際資源有限公司), a company primarily engaged in trade of copper, market research and fund investment, since October 2009. He has also been the vice chairman of Daye Youse Greentown Property Development Co., Ltd. (大冶有色綠城房地產開發有限公司) (being held as to 30% by Greentown China and the remaining 70% by independent third parties which engages in the business of property development) since January 2012. Mr. Chen studied in Jiangsu Xinhai Senior High School (formerly known as Jiangsu Xinhai Secondary School) from September 1985 to July 1988.

In addition, Mr. Chen currently holds directorship in various other subsidiaries of our Company.

Mr. Chen has entered into a service contract with the Company as executive Director for a term of three years commencing from the Listing Date. Mr. Chen is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Mr. Chen is entitled to receive a monthly director's fee of RMB50,000. Mr. Chen is entitled to receive a discretionary management bonus which is determined by the Board with reference to the Company's performance, the prevailing market conditions and the individual director's overall performance after the completion of each service year. Mr. Chen received directors' emoluments (including bonuses, salaries, pension plans, discretionary bonuses, housing and other allowances, and other in-kind benefits) in the total sum of RMB502,000 for the year ended 31 December 2016.

Non-executive Director

Mr. Shou Bainian (壽柏年), aged 63, has been a non-executive Director since 27 November 2015, and is responsible for providing guidance and supervision regarding the business and operation of the Group. Mr. Shou became an indirect holder of equity interests in Greentown Property Management in September 2000. Mr. Shou has more than 15 years' experience in the property development industry. He worked as the executive vice chairman and the general manager of Greentown Property Group Co., Ltd. (綠城房地產集團有限公司) (being the wholly-owned subsidiary of Greentown China which engages in the business of property development) from April 1998 to March 2015 and was primarily responsible for its overall business operation and financial management. He has been the director of Greentown Holdings since January 2002. He has also served in various positions in Greentown China, including its executive vice chairman and chief executive officer from July 2006 to June 2015 and its executive director since July 2006, and is primarily responsible for its overall business operation and financial management. Mr. Shou was also qualified as a senior economist (高級經濟師) in enterprise operation and management by Zhejiang Province Human Resources and Social Security Department (浙江省人力資源和社會保障廳) since December 1996. Mr. Shou graduated from Hangzhou University (杭州大學) in Zhejiang Province, the PRC with a bachelor's degree majoring in history in April 1982.

Mr. Shou has entered into a letter of appointment with the Company as executive Director for a term of three years commencing from the Listing Date. Mr. Shou is subject to retirement by rotation and re-election at least once every three years at the annual general meeting in accordance with the Articles of Association. Mr. Shou is entitled to receive a director's fee of RMB15,000 per month. Mr. Shou is entitled to receive a discretionary management bonus which is determined by the Board with reference to the Company's performance, the prevailing market conditions and the individual director's overall performance after the completion of each service year. Mr. Shou received directors' emoluments (including bonuses, salaries, pension plans, discretionary bonuses, housing and other allowances, and other in-kind benefits) in the total sum of RMB85,000 for the year ended 31 December 2016.

As at the Latest Practicable Date, Mr. Shou had an interest of 1,020,000,000 Shares within the meaning of Part XV of the Securities and Future Ordinance, representing approximately 36.72% of the total issued share capital of the Company.

The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of issued Shares was 2,777,776,000 Shares of nominal value of HK\$0.00001 each which have been fully paid. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 277,777,600 Shares which represent 10% of the issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by Shareholders in general meeting of the Company revoking or varying such mandate.

REASONS FOR AND FUNDING OF REPURCHASES

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

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares 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. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of shares made for the purpose of the repurchase or, if authorized by the Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles of Association and subject to the Companies Law, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2016, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

GENERAL

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

TAKEOVERS CODE

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

As at the Latest Practicable Date, Orchid Garden Investment is owned as to 40.0%, 39.0% and 21.0% by Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment, respectively. Given Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are indirectly interested in the Shares through Orchid Garden Investment, Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment are deemed to be parties acting in concert. As such, Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo, together with their respective holding companies (being Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment), are all deemed to be interested in the total Shares directly held by Orchid Garden Investment. Therefore, to the best knowledge of the Company, as at the Latest Practicable Date, Mr. Song Weiping, Mr. Shou Bainian and Ms. Xia Yibo, Osmanthus Garden Investment, Lily International Investment and ShenaLan International Investment and Orchid Garden Investment will be together entitled to directly and indirectly exercise or control the exercise of the voting power attached to 1,020,000,000 Shares, representing approximately 36.72% of the issued share capital of the Company.

In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Orchid Garden Investment in the Company will be increased to approximately 40.80% of the issued Shares. To the best knowledge and belief of the Directors, such increase would give rise to an obligation to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the

obligations under the Takeovers Code for Orchid Garden Investment to make a mandatory offer. The Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

On this basis of such figures, if the Repurchase Mandate is exercised in full by the Company and assuming that Orchid Garden Investment does not receive, acquire or dispose of any Shares, the consequential percentage increase in their shareholding after such repurchase may give rise to an obligation for the abovementioned parties and parties acting in concert with them to make a mandatory offer to the Shareholders under Rule 26 of the Takeovers Code.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a consequence of any purchases pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued shares of the Company would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

SHARE PRICES

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

Month	Highest prices	Lowest prices
	HK\$	HK\$
2016		
July	2.96	1.99
August	3.10	2.58
September	3.28	2.77
October	3.02	2.75
November	2.94	2.38
December	2.79	2.49
2017		
January	2.84	2.55
February	2.83	2.49
March	3.10	2.50
April (up to and including the Latest Practicable Date)	2.93	2.80

NOTICE OF ANNUAL GENERAL MEETING



Greentown Service Group Co. Ltd.

綠城服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code : 2869)

NOTICE OF ANNUAL GENERAL MEETING

With reference to the preliminary results announcements of Greentown Service Group Co. Ltd. (the “**Company**”) dated 23 March 2017, it was stated that the annual general meeting of the Company (the “**Annual General Meeting**”) will be held on 29 May 2017. In view of public holiday in the People’s Republic of China on 29 May 2017, the Annual General Meeting is re-scheduled to 26 May 2017. Accordingly, the closure of register of members of the Company for ascertaining shareholders’ right to attend and vote at the Annual General Meeting and the closure of register of members of the Company for ascertaining shareholders’ entitlement to the proposed final dividend will be changed as set out in this notice.

NOTICE IS HEREBY GIVEN THAT the annual general meeting of Greentown Service Group Co. Ltd. (the “**Company**”) will be held at 2F, Block B, Xixi International Center, No. 767 West Wenyi Road, Hangzhou, Zhejiang Province on 26 May 2017 at 1:00 p.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company for the year ended 31 December 2016 and the reports of the directors and auditors of the Company thereon.
2. To declare a final dividend for the year ended 31 December 2016.
3. To re-elect the following retiring directors of the Company:
 - (i) Ms. Li Hairong as an executive Director;
 - (ii) Mr. Chen Hao as an executive Director;
 - (iii) Mr. Shou Bainian as a non-executive Director.
4. To authorise the board of directors of the Company (the “**Board**”) to fix the remuneration of all the Directors.
5. To re-appoint KPMG as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix their remuneration for the year ending 31 December 2017.

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6. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) “**THAT:**

- (i) subject to paragraph (iii) below, the exercise by the directors of the Company during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company or securities convertible into shares, or options, warrants or similar rights to subscribe for shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into shares of the Company) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period;
- (iii) the aggregate nominal value of the shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the directors of the Company during the Relevant Period (as defined hereinafter) pursuant to paragraph (i) above, otherwise than pursuant to paragraph (i) of this resolution, otherwise than pursuant to:
 - (1) any Rights Issue (as defined hereinafter);
 - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option, scheme or similar arrangements for the time being adopted for the grant or issue to the directors of the Company, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
 - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company;
or

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(4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:

(a) 20% of the aggregate nominal value of the share capital of the Company as at the date of passing this resolution; and

(b) (if the Board is so authorised by resolution numbered 6(C)) the aggregate nominal value of shares of the Company repurchased by the Company subsequent to the passing of resolution numbered 6(B) (up to a maximum equivalent to 10% of the aggregate nominal value of the share capital of the Company as at the date of passing resolution numbered 6(B)),

and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution:

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

(1) the conclusion of the next annual general meeting of the Company;

(2) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and

(3) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution; and

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

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(B) “**THAT**:

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

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiry of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; and
- (c) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the directors of the Company by this resolution.”

- (C) “**THAT** conditional upon the resolutions numbered 6(A) and 6(B) set out in this notice being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and/or otherwise deal with new shares of the Company and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to the resolution numbered 6(A) set out in this notice be and is hereby extended by the addition to the aggregate nominal value of the issued shares of the Company which may be allotted or agreed conditional or unconditionally to

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be allotted by the directors of the Company pursuant to such general mandate of an amount representing the number of the issued shares of the Company repurchased by the Company under the authority granted pursuant to resolution numbered 6(B) set out in this notice, provided that such extended amount shall represent up to 10% of the aggregate nominal value of the issued shares of the Company as at the date of passing of the said resolutions.”

By order of the Board
Greentown Service Group Co. Ltd.
Li Hairong
Chairman

Hangzhou, 25 April 2017

Notes:

- (i) Resolution numbered 6(C) will be proposed to the shareholders for approval provided that resolutions numbered 6(A) and 6(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her stead. The proxy does not need to be a shareholder of the Company.
- (iii) Where there are joint registered holders of any shares, any one of such persons may vote at the above meeting (or at any adjournment of it), either personally or by proxy, in respect of such shares as if he/she were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) 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 relevant joint holding.
- (iv) In order to be valid, the completed form of proxy, must be deposited at the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong), at least 48 hours before the time appointed for holding the above meeting (i.e. before 1:00 p.m. on 24 May 2017) or any adjournment thereof (as the case may be). The completion and return of the form of proxy shall not preclude shareholders of the Company from attending and voting in person at the above meeting (or any adjourned meeting thereof) if they so wish.
- (v) The register of members of the Company will be closed from Tuesday, 23 May 2017 to Friday, 26 May 2017, both days inclusive, in order to determine the eligibility of shareholders to attend the above meeting, during which period no share transfers will be registered. To be eligible to attend the above meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 22 May 2017.
- (vi) The register of members of the Company will be closed from Friday, 2 June 2017 to Tuesday, 6 June 2017, both days inclusive, in order to determine the entitlement of shareholders to receive the final dividend of the Company, during which period no share transfers will be registered. To qualify for the final dividend, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 1 June 2017.

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- (vii) In respect of resolutions numbered 3 above, Ms. Li Hairong, Mr. Chen Hao and Mr. Shou Bainian shall retire and being eligible, offered themselves for re-election at the above meeting. Details of the above retiring directors are set out in Appendix I to the circular dated 25 April 2017.
- (viii) In respect of the resolution numbered 6(A) above, the directors of the Company wish to state that they have no immediate plans to issue any new shares of the Company referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (ix) In respect of resolution numbered 6(B) above, the directors of the Company wish to state that they will exercise the powers conferred by the general mandate to repurchase shares of the Company in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable shareholders to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own shares, as required by the Listing Rules, is set out in Appendix II to the circular dated 25 April 2017.
- (x) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.

As at the date of this notice, the Company's executive directors are Ms. LI Hairong (Chairman), Mr. YANG Zhangfa, Mr. WU Zhihua and Mr. CHEN Hao, the Company's non-executive directors are Mr. SHOU Bainian and Ms. XIA Yibo, and the Company's independent non-executive directors are Mr. TIAN Zaiwei, Mr. POON Chiu Kwok and Mr. WONG Ka Yi.