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If you are in any doubt as to any aspect of this circular, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional Adviser.

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

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Lushang Life Services Co., Ltd.
魯商生活服務股份有限公司

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

(Stock Code: 2376)

**(1) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION;
(2) PROPOSED APPOINTMENT OF AUDITOR;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The capitalized terms used in this cover page have the same meanings as those defined in the section headed "Definitions" of this circular

The Company will convene and hold the EGM at 10:00 a.m. on Thursday, August 3, 2023, at 38th Floor, Block 5, Lushang Guo'ao City, No. 9777 Jingshi Road Lixia District, Jinan, Shandong, the PRC. A notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use in the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.lushangfuwu.com).

Shareholders who intend to appoint a proxy to attend the EGM are required to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same not later than 24 hours before the time designated for the EGM (being before 10:00 a.m. on Wednesday, August 2, 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

July 19, 2023

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DEFINITIONS

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

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|---------------------------|---|
| “Announcement” | the announcement of the Company dated July 17, 2023 |
| “Articles of Association” | the articles of association of the Company, as amended from time to time |
| “Audit Committee” | the audit committee of the Company |
| “Board” | the board of Directors |
| “Company” | Lushang Life Services Co., Ltd. (魯商生活服務股份有限公司) (formerly known as Shandong Lushang Property Services Co., Ltd. (山東魯商物業服務有限公司)), a company established in the PRC with limited liability on March 24, 2006 and converted into a joint stock company with limited liability on March 12, 2021 and the H Shares of which are listed on the Stock Exchange (stock code: 2376) |
| “CASBE” | the China Accounting Standards for Business Enterprise |
| “China” or “PRC” | the People’s Republic of China, excluding, for the purposes of this circular only, Hong Kong, Macau Special Administrative Region of the People’s Republic of China and Taiwan |
| “Director(s)” | director(s) of the Company |
| “Domestic Share(s)” | ordinary share(s) issued by the Company, with a nominal value of RMB1.00 each, which are subscribed for and paid for in Renminbi |
| “Domestic Shareholder(s)” | holder(s) of the Domestic Share(s) |
| “EGM” | the 2023 second extraordinary general meeting of the Company (or any adjournment thereof) to be convened and held at 38th Floor, Block 5, Lushang Guo’ao City, No. 9777 Jingshi Road Lixia District, Jinan, Shandong, the PRC on Thursday, August 3, 2023 at 10:00 a.m. for the purpose of considering and, if thought fit, approving, among other things, the Proposed Amendments and the Proposed Appointment |

DEFINITIONS

| | |
|---------------------------|--|
| “Group” | the Company and its subsidiaries |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC |
| “H Share(s)” | the ordinary share(s) in the share capital of the Company with a nominal value of RMB1.00 each, which is/are listed on the Main Board of the Stock Exchange and subscribed for and traded in Hong Kong dollars |
| “H Shareholder(s)” | holder(s) of the H Share(s) |
| “H Share Registrar” | Computershare Hong Kong Investor Services Limited |
| “Latest Practicable Date” | July 13, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited |
| “Proposed Amendments” | has the meaning ascribed to it under the section headed “Proposed Amendments to the Articles of Association” of this circular |
| “Proposed Appointment” | has the meaning ascribed to it under the section headed “Proposed Appointment of Auditor” of this circular |
| “RMB” | Renminbi, the lawful currency of the PRC |
| “SFO” | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); |
| “Share(s)” | Domestic Share(s) and H Share(s) |
| “Shareholder(s)” | holder(s) of the Share(s) |
| “Stock Exchange” | The Stock Exchange of Hong Kong Limited |



Lushang Life Services Co., Ltd.

魯商生活服務股份有限公司

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

(Stock Code: 2376)

Executive Directors:

Mr. Wang Zhongwu (*Chairman*)

Mr. Shao Meng

Non-executive Directors:

Ms. Li Lu

Ms. Luo Ye

Ms. Li Han

Independent Non-executive Directors:

Ms. Leung Bik San

Ms. Chen Xiaojing

Mr. Ma Tao

Registered office in the PRC:

Room 202, Block 2

Lushang Guo'ao City

No. 9777 Jingshi Road

Lixia District, Jinan

Shandong, the PRC

Principal place of business

in Hong Kong:

40/F, Dah Sing Financial Centre

248 Queen's Road East

Wanchai

Hong Kong

July 19, 2023

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED AMENDMENTS TO
THE ARTICLES OF ASSOCIATION;
(2) PROPOSED APPOINTMENT OF AUDITOR;
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you the notice of EGM and the detailed information in relation to, among other things, the following resolutions to be proposed at the EGM, to enable you to make an informed decision on whether to vote for or against the following resolutions.

LETTER FROM THE BOARD

(1) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

As mentioned in the Announcement, the Company has proposed to adopt the CASBE in preparing its financial statements starting from the interim report for the period ended June 30, 2023 in order to improve working efficiency and lower the cost for preparing the Company's financial statements. As a result, the Board proposed to amend Article 189 and Article 190 of the Articles of Association in this regard and amend Article 206 to Article 211 of the chapter on grassroots organizations of the Party in the Articles of Association (the "**Proposed Amendments**"). Save for the Proposed Amendments, other provisions of the Articles of Association shall remain unchanged. Details of the Proposed Amendments are set out in the Appendix to this circular.

The Proposed Amendments are subject to the approval of the Shareholders by way of special resolution at the EGM. The Proposed Amendments shall come into effect upon the passing of the relevant special resolution at the EGM. Prior to the passing of the relevant special resolution at the EGM, 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. After the Proposed Amendments come into effect, the full text of the revised Articles of Association will be published on the websites of the Stock Exchange and the Company.

(2) PROPOSED APPOINTMENT OF AUDITOR

Further, as mentioned in the Announcement, the Board has resolved not to re-appoint KPMG as the auditor of the Company at the EGM in light of the proposed adoption of the CASBE in preparing its financial statements. Based on the tender result after the completion of the public tender procedure and with the recommendation from the Audit Committee, it has further resolved to propose to appoint Da Hua Certified Public Accountants (Special General Partnership) (大華會計師事務所(特殊普通合伙)) ("**Da Hua**") as the new auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company, subject to approval of the Shareholders at the EGM pursuant to Article 203 of the Articles of Association.

The Board and the Audit Committee in proposing the appointment of Da Hua as the new auditor of the Company have considered:

- (i) the draft engagement letter in respect of the appointment of Da Hua as the auditor of the Company;
- (ii) the audit fee for the financial year ending 31 December 2023 proposed by Da Hua; and

LETTER FROM THE BOARD

- (iii) the background, credentials, qualification, experience and resources of Da Hua, in particular, Da Hua is one of the approved mainland China accounting firms eligible for acting as auditors of the companies incorporated in the PRC whose shares are listed on the Stock Exchange.

The Board and the Audit Committee confirm that save as disclosed in the Announcement, there are no matters in respect of the change of auditor that need to be brought to the attention of the Shareholders and creditors of the Company.

THE EGM

The Company will convene and hold the EGM at 10:00 a.m. on Thursday, August 3, 2023, at 38th Floor, Block 5, Lushang Guo'ao City, No. 9777 Jingshi Road Lixia District, Jinan, Shandong, the PRC to consider and, where appropriate, approve the proposed matters set out in the relevant notice. A notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular. The Company will publish an announcement of the poll results in the manner required under Rule 13.39(5) of the Listing Rules after the conclusion of the EGM.

The register of members of the Company will be closed from Monday, July 31, 2023 to Thursday, August 3, 2023, both days inclusive, during which no transfer of Shares will be effected. Shareholders whose names appear on the register of members of the Company on Thursday, August 3, 2023 shall be entitled to attend and vote at the EGM. To be eligible for attending and voting at the EGM, all share transfer documents accompanied by the relevant share certificates and other appropriate documents must be lodged with the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), or the registered office of the Company at Room 202, Block 2 Lushang Guo'ao City No. 9777 Jingshi Road Lixia District, Jinan Shandong, PRC (for Domestic Shareholders) not later than 4:30 p.m. on Friday, 28 July 2023 for registration.

If you intend to appoint a proxy to attend the EGM, you are required to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the form. If the instrument appointing the proxy is signed by a person authorised by the appointer, the power of attorney authorizing the execution of the instrument or other authorization documents shall be notarized and must be served concurrently with the instrument. The form of proxy, together with the copies of the notarized power of attorney or other authorization documents, shall be deposited at the Company's H Share Registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong (for H Shareholders), or the registered office of the Company at Room 202, Block 2 Lushang Guo'ao City No. 9777 Jingshi Road Lixia District, Jinan Shandong, PRC (for Domestic Shareholders) no later than 24 hours before the time designated for the EGM (being before 10:00 a.m. on Wednesday, August 2, 2023) or any adjournment thereof (as the case may be) before the form becomes effective. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or at any adjourned meeting thereof should you so wish.

LETTER FROM THE BOARD

VOTE 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 resolutions to be proposed at the EGM will be voted on by poll.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholders were required to abstain from voting on the resolutions to be proposed at the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board (including the independent non-executive Directors) considers that the resolutions in relation to the Proposed Amendments and the Proposed Appointment to be proposed at the EGM are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the EGM.

By Order of the Board
Lushang Life Services Co., Ltd
WANG Zhongwu
Chairman and executive Director

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The details of the Proposed Amendments are as follows (shown with strikethrough to denote text to be deleted and underline to denote text to be added):

| Existing articles | Amended articles |
|--|---|
| <p><i>Article 189</i> The financial statements of the Company shall, in addition to being prepared in accordance with the PRC accounting principles and regulations, be prepared in accordance with either international accounting principles, or those of the place outside the PRC where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the two accounting principles, such difference shall be stated in the notes to the financial statements. In distributing the Company's after-tax profits of the relevant accounting year, the lower of the two amounts shown in the financial statements shall be adopted.</p> | <p><i>Article 189</i> The financial statements of the Company shall,in addition to being prepared in accordance with the PRC accounting principles and regulations, be prepared in accordance with either international accounting principles, or those of the place outside the PRC where the Company's shares are listed. <u>be prepared in accordance with the PRC accounting principles, laws, rules and regulations.</u> If there is any material difference between the financial statements prepared in accordance with the two accounting principles, such difference shall be stated in the notes to the financial statements. <u>In addition, if the Company deems it necessary, the financial statements of the Company may also be prepared in accordance with international accounting principles or those of the place where the Company's shares are listed. If there is any material difference between the financial statements prepared in accordance with the above two accounting principles, such difference shall be stated in the notes to the financial statements.</u> In distributing the Company's after-tax profits of the relevant accounting year, the lower of the two amounts shown in the financial statements shall be adopted.</p> |

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Existing articles | Amended articles |
|---|---|
| <p><i>Article 190</i> The interim results or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting principles and regulations as well as the international accounting principles or those of the place outside the PRC where the Company's shares are listed.</p> | <p><i>Article 190</i> The interim results, <u>annual results</u> or financial information published or disclosed by the Company shall be prepared in accordance with the PRC accounting principles and regulations as well as the international accounting principles or those of the place outside the PRC where the Company's shares are listed. <u>the PRC accounting principles, laws, rules and regulations. In addition, if the Company deems it necessary, the financial statements of the Company may also be prepared in accordance with international accounting principles or those of the place where the Company's shares are listed.</u></p> |

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Existing articles | Amended articles |
|--|--|
| <p><i>Article 206</i> In accordance with the provisions of the Constitution of the Communist Party of China, the Company shall establish a Party Organization and related administrative organs, and maintain staffing to handle Party’s affairs. As approved by the Communist Party Committee of Shandong Commercial Group Co., Ltd. (中共山東省商業集團有限公司委員會), the Company has established the Communist Party Committee of Lushang Life Services Co., Ltd. (中共魯商生活服務股份有限公司委員會) (the “Party Committee of the Company”) and the Communist Party Commission for Discipline Inspection of Lushang Life Services Co., Ltd. (中共魯商生活服務股份有限公司紀律檢查委員會) (the “Party Commission for Discipline Inspection of the Company”). The candidates of secretaries, deputy secretaries and members of the Party Committee of the Company and the secretaries of the Party Commission for Discipline Inspection of the Company shall be approved by the cadre management authority. The Party Organization of the Company is under the Communist Party Committee of Shandong Commercial Group Co., Ltd. (中共山東省商業集團有限公司委員會).</p> | <p><i>Article 206</i> In accordance with the provisions of the Constitution of the Communist Party of China (《中國共產黨章程》), the Company shall establish a Party Organization and related administrative organs, and maintain staffing to handle Party’s affairs. As approved by the Communist Party Committee of Shandong Commercial Group Co., Ltd. (中共山東省商業集團有限公司委員會), and as approved by the <u>superior party organization</u>, the Company has established the Communist Party Committee of Lushang Life Services Co., Ltd. (中共魯商生活服務股份有限公司委員會) (the “Party Committee of the Company”) and the Communist Party Commission for Discipline Inspection of Lushang Life Services Co., Ltd. (中共魯商生活服務股份有限公司紀律檢查委員會) (the “Party Commission for Discipline Inspection of the Company”). The candidates of secretaries, deputy secretaries and members of the Party Committee of the Company and the secretaries of the Party Commission for Discipline Inspection of the Company shall be approved by the cadre management authority. The Party Organization of the Company is under the Communist Party Committee of Shandong Commercial Group Co., Ltd. (中共山東省商業集團有限公司委員會). — <u>Meanwhile, in accordance with the relevant regulations, the Company has established the Communist Party Commission for Discipline Inspection of Lushang Life Services Co., Ltd. (中共魯商生活服務股份有限公司紀律檢查委員會) (the “Party Commission for Discipline Inspection of the Company”).</u></p> |

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Existing articles | Amended articles |
|---|--|
| <p><i>Article 207</i> The Party Committee of the Company shall establish committees at grassroots level, committees under the general branch, branch committees of the Party by hierarchy in accordance with the relevant provisions, and establish robust grass-root Party Organizations and carry out Party activities. The Party Organization of the Company conducts regular general election in accordance with the Provisional Regulations on the Election of Grass-root Organizations of the Communist Party of China (《中國共產黨基層組織選舉工作暫行條例》).</p> | <p><i>Article 207</i> The Party Committee of the Company shall establish committees at grassroots level, committees under the general branch, branch committees of the Party by hierarchy in accordance with the relevant provisions, and establish robust grass-root Party Organizations and carry out Party activities. The Party Organization of the Company conducts regular general election in accordance with the Provisional Regulations on the Election of Grass-root Organizations of the Communist Party of China (《中國共產黨基層組織選舉工作暫行條例》). The leading group of the Party Committee of the Company shall be equipped based on the management authority in accordance with the Constitution of the Communist Party of China (《中國共產黨章程》) and the Regulations on Grass-root Organizations of State-owned Enterprises of the Communist Party of China (For Trial Implementation) (《中國共產黨國有企業基層黨組織條例(試行)》) and other provisions. The leading group of the Party Committee of the Company consists of 5 to 9 members, including 1 secretary of the Party Committee of the Company, and 1 secretary of the Party Commission for Discipline Inspection of the Company.</p> |

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Existing articles | Amended articles |
|--|---|
| <p><i>Article 208</i> The Party Organization of the Company shall play a core role in leadership and politics, and shall lead the general direction, control the general situation and ensure successful implementation. The Party Organization of the Company shall resolutely and thoroughly implement the theories, directions, principles and policies of the Party to ensure that the Company stays on the right track of reform and development. The Party Organization of the Company shall discuss major issues and focus on main points to strengthen collective leadership, promote scientific decision-making, as well as promote the Company's comprehensive fulfillment of economic, political and social responsibilities. Through the Party's supervision of officials and talents, the Company strengthens corporate leadership and staff capabilities to ensure a talent pool is created for corporate reform and development. With a focus on building a strong foundation through training of rank-and-file staff, the Party Organization of the Company shall give full play to the role of the grass-root Party Organizations as strongholds as well as the pioneer and exemplary roles of Party members, and lead the mass organizations by stepping up its efforts in ideological and political works to push ahead the implementation of various works and tasks with concerted efforts. Through the implementation of the principal responsibility and supervision responsibility system, the Party Organization of the Company shall reinforce the work in relation to the construction of the Party's work style and its clean and honest administration as well as anti-corruption with a view to rectifying work style and discipline as well as preventing risks at the same time.</p> | <p><i>Article 208</i> The Party Organization of the Company shall play a core role in leadership and politics, and shall lead the general direction, control the general situation and ensure successful implementation. The Party Organization of the Company shall resolutely and thoroughly implement the theories, directions, principles and policies of the Party to ensure that the Company stays on the right track of reform and development. The Party Organization of the Company shall discuss major issues and focus on main points to strengthen collective leadership, promote scientific decision-making, as well as promote the Company's comprehensive fulfillment of economic, political and social responsibilities. Through the Party's supervision of officials and talents, the Company strengthens corporate leadership and staff capabilities to ensure a talent pool is created for corporate reform and development. With a focus on building a strong foundation through training of rank-and-file staff, the Party Organization of the Company shall give full play to the role of the grass-root Party Organizations as strongholds as well as the pioneer and exemplary roles of Party members, and lead the mass organizations by stepping up its efforts in ideological and political works to push ahead the implementation of various works and tasks with concerted efforts. Through the implementation of the principal responsibility and supervision responsibility system, the Party Organization of the Company shall reinforce the work in relation to the construction of the Party's work style and its clean and honest administration as well as anti-corruption with a view to rectifying work style and discipline as well as preventing risks at the same time. The Party Committee of the Company shall establish committees at grassroots level, committees under the general branch, branch committees of the Party by hierarchy, establish and improve party affairs work institutions, and equip party affairs staff in accordance with the relevant provisions. The Party Organization of the Company conducts regular general election in accordance with the Regulations on the Election of Grass-root Organizations of the Communist Party of China (《中國共產黨基層組織選舉工作條例》).</p> |

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Existing articles | Amended articles |
|---|---|
| <p><i>Article 209</i> The Company shall establish and improve relevant rules and regulations, which shall explicitly separate the responsibilities of the Party Committee of the Company and the general meeting, board of directors, supervisory committee and the management, and include the organizational mechanism, division of duties, staffing, tasks and budget of the Party Committee of the Company into the management structure, the management system and scope of duties, establishing an effectively balanced corporate governance mechanism with separating duties and responsibilities as well as coordinating operation.</p> | <p><i>Article 209</i> The Company shall establish and improve relevant rules and regulations, which shall explicitly separate the responsibilities of the Party Committee of the Company and the general meeting, board of directors, supervisory committee and the management, and include the organizational mechanism, division of duties, staffing, tasks and budget of the Party Committee of the Company into the management structure, the management system and scope of duties, establishing an effectively balanced corporate governance mechanism with separating duties and responsibilities as well as coordinating operation. The Party Committee of the Company shall lead the general direction, control the general situation and ensure successful implementation, discussing and deciding on major company matters in accordance with regulations. Major business and management matters shall be studied and discussed by the Party organization before the board of directors or the management makes a decision. The main responsibilities are:</p> <p>(I) <u>To strengthen the political construction of the Company's Party, adhere to and implement the fundamental, basic and important systems of socialism with Chinese characteristics, educate and guide all Party members to always maintain a high degree of consistency with the central committee of the Party with Comrade Xi Jinping at the core in terms of political stance, political direction, political principles and political path;</u></p> |

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Existing articles | Amended articles |
|-------------------|--|
| | <p>(II) <u>to thoroughly study and implement Xi Jinping thought on socialism with Chinese characteristics in the new era, thoroughly implement the Party's line, principles and policies, as well as supervise and guarantee the implementation of major strategy deployments of the Party Central Committee and the resolutions of the Party organization at higher levels in the Company, promote the Company's responsibility and mission, focus on the main responsibility, the main business, and service major national and provincial strategies to fully fulfill economic, political, and social responsibilities;</u></p> <p>(III) <u>to investigate and discuss the significant operation and management matters of the Company and support the General Meeting of Shareholders, the Board of Directors, the Supervisory Committee and the management to exercise their rights and perform their duties in accordance with the laws;</u></p> <p>(IV) <u>to strengthen the leadership and gate keeping role in the process of selection and appointment of personnel of the Company, and the building of the leading team, the cadres team and talents team of the Company;</u></p> |

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Existing articles | Amended articles |
|-------------------|--|
| | <p>(V) <u>to undertake the main responsibility of overall and strict governance of the Party, lead and support the discipline inspection and supervision agencies to fulfill their supervisory responsibilities, to strict political discipline and political rules, and to promote the overall and strict governance of the Party to the grassroots extension;</u></p> <p>(VI) <u>to strengthen the building of the Party on the style of work, strictly follow the spirit of the eight requirements of the central government, and resolutely oppose the “formalism, bureaucracy, hedonism and extravagance”, especially formalism and bureaucracy;</u></p> <p>(VII) <u>to strengthen the building of primary-level Party organizations and of its contingent of Party members, and unite and lead employees company-wide to devote themselves into the reform and development of the Company;</u></p> <p>(VIII) <u>to lead the Company’s ideological and political work, the spirit and civilization progress, the united front work and lead the Labour Union, Communist Youth League and other mass organizations of the Company.</u></p> |

APPENDIX PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

| Existing articles | Amended articles |
|---|---|
| <p><i>Article 210</i> The Company shall establish a decision-making mechanism of the Party Committee, which shall explicitly set out the scope and procedures for the decision-making and participation in decision-making on major issues by the Party Committee of the Company. Study and discussion by the Party Committee of the Company are the preceding procedures for decision-making on major issues by the board of directors and the management. Major operational and administrative issues must first be studied and discussed by the Party Committee of the Company, and then be decided by the board of directors or the management.</p> | <p><i>Article 210</i> The Company shall establish a decision-making mechanism of the Party Committee, which shall explicitly set out the scope and procedures for the decision-making and participation in decision-making on major issues by the Party Committee of the Company. Study and discussion by the Party Committee of the Company are the preceding procedures for decision-making on major issues by the board of directors and the management. Major operational and administrative issues must first be studied and discussed by the Party Committee of the Company, and then be decided by the board of directors or the management. <u>The Party Committee of the Company shall strictly controls the authorization decision-making plan of the board of directors to prevent unauthorized or excessive authorization. The party committee generally does not conduct preliminary research and discussion on decision-making matters authorized by the board of directors to chairman and management.</u></p> |
| <p><i>Article 211</i> The decision-making of the Party Committee of the Company shall adhere to collective leadership, a democratic centralism, individual deliberation and decision by meeting. Major issues shall be fully negotiated, and decisions shall be made scientifically, democratically and in accordance with laws.</p> | <p><i>Article 211</i> The decision-making of the Party Committee of the Company shall adhere to collective leadership, a democratic centralism, individual deliberation and decision by meeting. Major issues shall be fully negotiated, and decisions shall be made scientifically, democratically and in accordance with laws. <u>Adhere to and improve the “two-way entry, cross-appointment” leadership system, eligible members of the Party Committee team can enter the Board of Directors and the management team through legal procedures, the members of Board of Directors and the management team of eligible Party members can enter the Party Committee in accordance with relevant regulations and procedures. The secretary of the Party Committee and chairman of the Company are generally served by one person.</u></p> |

NOTICE OF EXTRAORDINARY GENERAL MEETING



Lushang Life Services Co., Ltd.

魯商生活服務股份有限公司

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

(Stock Code: 2376)

NOTICE IS HEREBY GIVEN that the 2023 second extraordinary general meeting of Lushang Life Services Co., Ltd. (the “**Company**”) will be convened and held at 38th Floor, Block 5, Lushang Guo’ao City, No. 9777 Jingshi Road Lixia District, Jinan, Shandong, the PRC on Thursday, August 3, 2023 at 10:00 a.m. (the “**EGM**”) for the following purpose:

ORDINARY RESOLUTION

To consider and, if thought fit, pass with or without amendments the following resolution as an ordinary resolution:

“**THAT** Da Hua Certified Public Accountants (Special General Partnership) be and is hereby appointed as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and that the board of directors of the Company be and are hereby authorised to fix its remuneration.”

SPECIAL RESOLUTION

To consider and, if thought fit, pass with or without amendments the following resolution as a special resolution:

“**THAT** the proposed amendments to the articles of association of the Company as set out in the circular of the Company dated July 17, 2023 (the “**Proposed Amendments**”) be and are hereby approved and the directors of the Company be and are hereby authorised 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.”

By order of the board
Lushang Life Services Co., Ltd.
WANG Zhongwu
Chairman and executive Director

Hong Kong, July 19, 2023

As at the date of this announcement, the board of directors of the Company comprises Mr. WANG Zhongwu as Chairman and executive director and Mr. SHAO Meng as executive director, Ms. LI Lu, Ms. LUO Ye and Ms. Li Han as non-executive director, and Ms. LEUNG Bik San, Ms. CHEN Xiaojing and Mr. MA Tao as independent non-executive directors.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (a) Individual shareholders who wish to attend the meeting in person shall produce their identity cards or other effective document or proof of identity and stock account cards. Proxies of individual shareholders shall produce their effective proof of identity and form of proxy. A corporate shareholder should attend the meeting by its legal representative or proxy appointed by the legal representative. A legal representative who wishes to attend the meeting should produce his/her identity card or other valid documents evidencing his/her capacity as a legal representative. If appointed to attend the meeting, the proxy should produce his/her identity card and an authorization instrument duly signed by the legal representative of the corporate shareholder.
- (b) Any shareholder entitled to attend and vote at the EGM is entitled to appoint one or more person(s) (if the shareholder holds two or more issued shares of the Company (the “**Share(s)**”), whether (each of such person is a shareholder of the Company or not, as his/her/its proxy or proxies to attend and vote on his/her/its behalf at the EGM.

The instrument appointing a proxy must be signed by the shareholder or his/her attorney duly authorized in writing. For a corporate shareholder, the proxy instrument must be affixed with the common seal or signed by its director or attorney duly authorized in writing.

If the power of attorney of the proxy is signed by the authorized person of the appointer under a power of attorney or other authorization document(s) given by the appointer, such power of attorney or other authorization document(s) shall be notarized and served at the same time as the power of attorney. To be valid, the form of proxy, together with a notarially certified copy of the power of attorney or other authorization document(s), must be delivered to the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong (for H shareholders), or to the registered office of the Company at Room 202, Block 2 Lushang Guo’ao City No. 9777 Jingshi Road Lixia District, Jinan Shandong, PRC (for domestic shareholders) not later than 24 hours before the designated time for the holding of the EGM (being before 10:00 a.m. on Wednesday, August 2, 2023) or any adjournment thereof (as the case may be).

In case of registered joint holders of any Shares, any one of the registered joint holders can vote on such Shares at the EGM in person or by proxy as if he/she is the only holder entitled to vote. If more than one registered joint holders attend the EGM in person or by proxy, only the vote of the person whose name appears first in the register of members of the Company relating to such Shares (in person or by proxy) will be accepted as the sole and exclusive vote of the joint holders.

After the completion and return of the form of proxy and the power of attorney, you can attend and vote in person at the EGM or any adjournment thereof should you so wish. In this case, the power of attorney will be deemed to have been revoked.

- (c) According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), any vote of Shareholders at a general meeting must be taken by poll. Accordingly, the resolutions to be proposed at the EGM will be voted on by poll. Results of the poll voting will be posted on the website of the Company (www.lushangfuwu.com) and the website of the Stock Exchange (www.hkexnews.hk) upon the conclusion of the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (d) The Company's register of members will be closed from Monday, July 31, 2023 to Thursday, August 3, 2023, both days inclusive, during which period no transfer of the Shares will be effected. The shareholders whose names appear on the Company's register of members on Thursday, August 3, 2023 shall be entitled to attend and vote at the EGM.

For a shareholder to be eligible for attending and voting at the EGM, all share transfer documents accompanied by the relevant share certificates and other appropriate documents must be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong (for H shareholders) or to the registered office of the Company at Room 202, Block 2 Lushang Guo'ao City No. 9777 Jingshi Road Lixia District, Jinan Shandong, PRC (for domestic shareholders) no later than 4:30 p.m. on Friday, July 28, 2023 for registration.

- (e) Shareholders attending the EGM are responsible for their own transportation and accommodation expenses.