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ROISERV 榮萬家

榮萬家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: 2146)

(1)

2, 2024

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The Board hereby announces that all resolutions set out in the Notice and the Supplemental Notice were duly passed by the Shareholders by way of poll at the AGM held on June 28, 2024.

Reference is made to (i) the circular (the “Circular”) and the notice (the “Notice”) both dated May 20, 2024 in relation to the annual general meeting (the “AGM”); and (ii) the supplemental notice of 2023 annual general meeting dated June 5, 2024 (the “Supplemental Notice”), together with the Circular and the Notice, the “AGM Documents”) of Roiserv Lifestyle Services Co., Ltd. (the “Company”). Unless the context otherwise requires, the terms used in this announcement shall have the same meanings as those defined in the AGM Documents.

The Board is pleased to announce that the AGM has been convened and held on Friday, June 28, 2024 at RiseSun Development Mansion, 81 Xiangyun Road, Economic and Technological Development Area, Langfang, Hebei Province, the PRC.

As at the date of the AGM, the total number of shares in issue (excluding treasury shares, if any) was 376,000,000 shares, comprising 282,000,000 domestic shares and 94,000,000 H shares. None of the shares entitle the holders to attend the AGM but abstain from voting in favour of the proposed resolutions (the “Resolutions”) at the AGM as set out in Rule 13.40 of the Listing Rules and no shareholder is required to abstain from voting at the AGM in accordance with the Listing Rules. No Shareholder has indicated in the Circular that he/she intends to vote against or to abstain from voting on the Resolutions at the AGM. For the avoidance of doubt, holders of treasury shares, if any, are required to abstain from voting at the AGM. The Company confirms that it did not hold any treasury shares as at the date of the AGM and did not exercise its voting rights in respect of the treasury shares at the AGM. The Resolutions were voted on by poll.

The AGM was legally and validly convened in accordance with the provisions of the Company Law of the People’s Republic of China and the Articles of Association, and was chaired by Mr. Geng Jianfu, the Chairman.

Tricor Investor Services Limited, being the Company’s H share registrar in Hong Kong, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

The total number of shares entitling the holders to attend and vote on the Resolutions at the AGM was 376,000,000 shares. Shareholders holding a total of 282,062,000 shares and representing approximately 75.02% of the total number of issued shares (including their proxies and authorised representatives) attended the AGM.

The poll results of the Resolutions proposed to the AGM are as follows:

		Total number of votes cast (in thousands of shares)		
		For	Against	Abstain
1.	To consider and approve the report of the board (the “Board Report”) of directors (the “Directors”) of the Company for the year ended December 31, 2023.	282,062,000 (100%)	0 (0%)	0 (0%)
2.	To consider and approve the report of the supervisory committee of the Company (the “Supervisory Committee Report”) for the year ended December 31, 2023.	282,062,000 (100%)	0 (0%)	0 (0%)
3.	To consider and approve the audited consolidated financial statements of the Company for the year ended December 31, 2023.	282,062,000 (100%)	0 (0%)	0 (0%)
4.	To consider and approve the profit distribution plan of the Company for the year ended December 31, 2023.	282,062,000 (100%)	0 (0%)	0 (0%)
5.	To consider and approve the annual report of the Company for the year ended December 31, 2023.	282,062,000 (100%)	0 (0%)	0 (0%)
6.	To authorise the Board to determine the remuneration of the Directors.	282,062,000 (100%)	0 (0%)	0 (0%)
7.	To authorise the Supervisory Committee to determine the remuneration of the supervisors.	282,062,000 (100%)	0 (0%)	0 (0%)
8.	To consider and approve the re-appointment of ShineWing Certified Public Accountants LLP as the auditors of the Company for a term until the conclusion of the next annual general meeting of the Company and to authorise the Board to determine its remuneration.	282,062,000 (100%)	0 (0%)	0 (0%)

9.	To grant a general mandate to the Board to allot, issue and deal with additional shares of the Company and/or to resell treasury shares of the Company (if permitted under the Listing Rules) not exceeding 20% of the total number of issued shares of the Company (excluding treasury shares) and to authorise the Board to make such amendments as it deems appropriate to the provisions of the articles of association of the Company, so as to reflect the new capital structure upon additional allotment and issuance of shares pursuant to such mandate.	282,022,500 (99.986%)	39,500 (0.014%)	0 (0%)
10.	To consider and approve the proposed amendments to the articles of association of the Company as set out in the circular of the Company dated May 20, 2024.	282,062,000 (100%)	0 (0%)	0 (0%)
11.	To consider and approve the appointment of Mr. Long Xiaokang as an executive director.	282,062,000 (100%)	0 (0%)	0 (0%)

In respect of each of the ordinary resolutions numbered 1 to 8 and numbered 11 above, all such resolutions were duly passed as ordinary resolutions of the Company as more than half of the votes of the voting shareholders, including their proxies and authorised representatives, were cast in favour of each of such resolutions.

In respect of the special resolutions numbered 9 to 10 above, all such resolutions were duly passed as special resolutions of the Company as more than two-thirds of the votes of the voting shareholders, including their proxies and authorised representatives, were cast in favour of the resolutions.

The Board is pleased to announce that pursuant to the passing of the special resolution numbered 10 above, the articles of association of the Company has been amended in accordance with the proposed amendments as set out in the Circular with effect from June 28, 2024. For the full text of the amended articles of association of the Company, please refer to the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.roiserv.com).

The Board is pleased to announce that Mr. Long Xiaokang (“ ”) has been appointed as executive director, and the authorized representative of the Company (the “ ”) under Rule 3.05 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “ ”) (the “ ”), with effect from the conclusion of the AGM. Please refer to the Supplemental Notice for the biographical details of Mr. Long and other relevant information required to be disclosed under Rule 13.51(2) of the Listing Rules. As at the date of this announcement, there has been no change of such information. The Company and Mr. Long have entered into a service contract. He shall remain in office until the expiration of the term of the second session of the Board.

Following Mr. Long’s appointment as an executive director at the AGM, the resignation of Mr. Xiao Tianchi (“ ”) as the executive director takes effect immediately and Mr. Xiao ceased to be Authorized Representative with immediate effect.

The Board would like to express its sincere gratitude to Mr. Xiao for his valuable contributions to the Company during his term of office with the Company and its warm welcome to Mr. Long on his appointment as the executive director of the Company.

All Directors namely, Mr. Geng Jianfu, Ms. Liu Hongxia, Mr. Xiao Tianchi, Mr. Zhang Wenge, Mr. Jin Wenhui, Mr. Xu Shaohong Alex and Mr. Tang Yishu attended the AGM either in person or by electronic means.

By Order of the Board

Chairman and Executive Director

Langfang, the PRC, June 28, 2024

As at the date of this announcement, the Board comprises Mr. Geng Jianfu, Ms. Li Hongxia and Mr. Long Xiaokang as executive Directors; Mr. Zhang Wenge as non-executive Director; and Mr. Jin Wenhui, Mr. Xu Shaohong Alex and Mr. Tang Yishu as independent non-executive Directors.