
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Colour Life Services Group Co., Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or 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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COLOUR LIFE SERVICES GROUP CO., LIMITED

彩生活服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1778)

**(1) PROPOSED GENERAL MANDATES TO
BUY BACK AND ISSUE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Colour Life Services Group Co., Limited to be held at Imagination Room, BOHUB, 5/F., Tower A, The Platinum Tower, No. 1 Tairan 7th Road, Futian District, Shenzhen, the PRC on Wednesday, 22 May 2024 at 10:30 a.m. is set out on pages 16 to 20 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 Stock Exchange's HKExnews website at <http://www.hkexnews.hk> and the Company's website at <http://www.colourlife.hk>.

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions stated thereon and return it to the Company's branch 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 or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

29 April 2024

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DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Imagination Room, BOHUB, 5/F., Tower A, The Platinum Tower, No. 1 Tairan 7th Road, Futian District, Shenzhen, the PRC on Wednesday, 22 May 2024 at 10:30 a.m., or any adjournment thereof
“Board”	the board of Directors
“Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the powers of the Company to buy back Shares not exceeding 10% of the aggregated number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting
“Companies Act”	the Companies Act, Cap. 22 of the Cayman Islands (as amended, supplemented or otherwise modified from time to time)
“Company”	Colour Life Services Group Co., Limited, an exempted company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Existing Articles”	the articles of association of the Company currently in force
“Fantasia Group”	Fantasia Holdings and its subsidiaries
“Fantasia Holdings”	Fantasia Holdings Group Co., Limited, an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange, and the controlling shareholder of the Company
“Group”	the Company and its subsidiaries

DEFINITIONS

“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue or deal with unissued Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting
“Latest Practicable Date”	19 April 2024, 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
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 11 June 2014
“Share(s)”	the ordinary share(s) in the capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



COLOUR LIFE SERVICES GROUP CO., LIMITED 彩生活服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1778)

Executive Directors:

Mr. LIU Hongcai (*Executive President*)
Ms. YANG Lan (*Chief Financial Officer*)

Non-executive Directors:

Mr. Zhu Jindong (*Chairman*)
Mr. Timothy David Gildner
Mr. Chen Wenjian

Independent Non-executive Directors:

Mr. Lee Yan Fai
Mr. Zhang Raymond Yue
Ms. Yu Shan

Registered Office:

Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

*Headquarters and Principal Place of
Business in the PRC:*

10/F, Tower B, the Platinum Tower,
No. 1 Tairan 7th Road
Futian District
Shenzhen, the PRC

*Principal Place of Business in
Hong Kong:*

21/F., CMA Building
64 Connaught Road Central
Hong Kong

29 April 2024

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GENERAL MANDATES TO
BUY BACK AND ISSUE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the granting to the Directors of the Buy-back Mandate and the Issue Mandate; and (ii) the re-election of the Directors.

LETTER FROM THE BOARD

PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 11 September 2023, a general mandate was granted to the Directors to buy back Shares. Such mandate has already lapsed. In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the relevant resolution at the Annual General Meeting.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to approve the proposed granting of the Buy-back Mandate is set out in Appendix II to this circular.

PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 11 September 2023, a general mandate was granted to the Directors to issue Shares. Such mandate has already lapsed. In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issue Mandate to the Directors to allot, issue or deal with unissued Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution at the Annual General Meeting (i.e. a total of 297,505,150 Shares on the basis that there is no change in the total number of issued Shares before the Annual General Meeting). An ordinary resolution to extend the Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Buy-back Mandate will also be proposed at the Annual General Meeting.

PROPOSED RE-ELECTION OF DIRECTORS

In accordance with Article 83 of the Existing Articles, Mr. Timothy David Gildner, Mr. Chen Wenjian, Mr. Zhang Raymond Yue and Ms. Yu Shan shall hold office until the Annual General Meeting and, being eligible, are willing to offer themselves for re-election at the Annual General Meeting.

In accordance with Article 84 of the Existing Articles, one-third of the then Directors are subject to retirement by rotation at each Annual General Meeting. As at the Latest Practicable Date, Mr. Liu Hongcai and Ms. Yang Lan will retire by rotation and, being eligible, offer themselves for re-election.

Biographical details of the Directors to be re-elected are set out in Appendix I to this circular.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

Pursuant to the Listing Rules and the Existing Articles, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the Stock Exchange's HKExnews website at <http://www.hkexnews.hk> and the Company's website at <http://www.colourlife.hk>. To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and deposited, 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 at the Company's branch 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 holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors consider that the re-election and proposed election of the Directors and granting of the Buy-back Mandate and the Issue Mandate, are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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 Group. 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.

Yours faithfully,
By Order of the Board
Colour Life Services Group Co., Limited
Zhu Jindong
Chairman

The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Buy-back Mandate.

1. SHARES IN ISSUE

As at the Latest Practicable Date, the total number of Shares in issue was 1,487,525,754 Shares.

Subject to the passing of the ordinary resolution granting the Buy-back Mandate at the Annual General Meeting and on the basis that there will be no change in the total number of issued Shares before the Annual General Meeting, i.e. being 1,487,525,754 Shares, the Directors would be authorised under the Buy-back Mandate to buy back, during the period in which the Buy-back Mandate remains in force, a total of 148,752,575 Shares, representing 10% of the total number of issued Shares as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

The Directors believe that the proposed granting of the Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum and articles of association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF SHARE BUY-BACK

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2023) in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARES PRICES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Price Per Share	
	Highest HK\$	Lowest HK\$
2023		
January	*	*
February	*	*
March	*	*
April	*	*
May	*	*
June	*	*
July	0.530	0.455
September	0.480	0.405
October	0.435	0.325
November	0.360	0.310
December	0.320	0.275
2024		
January	0.310	0.228
February	0.280	0.233
March	0.250	0.206

* *Trading of Shares was suspended from 1 April 2022 to 5 July 2023*

6. GENERAL

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the proposed granting of the Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the proposed granting of the Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to buy back Shares pursuant to the proposed Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Buy-back 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.

To the best of the knowledge and belief of the Company, as at the Latest Practicable Date, Fantasia Holdings, Fantasy Pearl International Limited and Splendid Fortune Enterprise Limited are regarded as a group of shareholders acting in concert to exercise their voting right in the Company ("**Controlling Shareholders**") and they together are interested in a total of 1,013,643,318 Shares representing approximately 68.14% of the total issued share capital of the Company. In the event that the Directors exercised the proposed Buy-back Mandate in full, the shareholding of the Controlling Shareholders acting in concert would be increased to approximately 75.71% of the total issued share capital of the Company after the share buy-back. In the opinion of the Directors, such increase would not give rise to any obligation to make a mandatory offer under Rule 26 of the Takeovers Code but will result in the amount of Shares held by the public being reduced to less than 25%. The Directors have no present intention to exercise the Buy-back Mandate to such extent so as to result in triggering takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a result of an exercise of the Buy-back Mandate.

8. BUY-BACK OF SHARES MADE BY THE COMPANY

No Shares had been bought back by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

The biographical details of the Directors proposed for re-election at the Annual General Meeting is set out below.

1. Mr. Liu Hongcai

Mr. Liu, aged 48, has been the executive Director since 24 December 2021. Mr. Liu is the executive president of Shenzhen Colour Life Services Group Co., Limited (“Shenzhen Colour Life”) and is responsible for the overall operational management of Shenzhen Colour Life. Mr. Liu joined the Group in 2012 and acted as the general manager of the Eastern Shenzhen business division of the Group. He was the general manager of Guangzhou divisions of the Group between 2013 and 2020 and the vice president of Shenzhen Colour Life between 2020 and 2021. Prior to joining the Group, he was the regional director of Shenzhen Fantasia Property Management Limited between 2008 and 2010 and the project manager of Shenzhen Fantasia Property Management Limited (Kangqiao Branch) between 2007 and 2008. He served various roles in China Overseas Property Management Co., Limited between 1998 and 2007 and his last position was project manager. Mr. Liu obtained a bachelor’s degree in Real Estate and Realty Management from International Business University of Beijing in 2005. He was awarded 2020 Top 100 Property Manager of the PRC (2020中國物業經理人100強) and Meritorious Person of the 40th Anniversary of the Development of the Property Management Industry in Guangdong Province (廣東省物業管理行業發展四十周年功勳人物).

The Company has entered into a service contract with Mr. Liu for a term of three years commencing from 24 December 2021, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Existing Articles. Mr. Liu does not receive additional remuneration in relation to his role as executive Director.

As at the Latest Practicable Date, Mr. Liu holds 291,150 options of the Company under the Share Option Scheme, entitling him to subscribe for 291,150 shares of the Company. Save as disclosed above and as at the Latest Practicable Date, Mr. Liu does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Liu does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Liu that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

2. Ms. Yang Lan

Ms. Yang, aged 47, has been the executive Director since 21 June 2023. Ms. Yang joined the Group in March 2018. She is the chief financial officer of the Group. Prior to joining the Group, Ms. Yang worked at TCL Multimedia Technology Holdings Limited from July 1998 to February 2018, with her last position as the financial controller. Ms. Yang has approximately 25 years of experience in accounting and financial management. Ms. Yang obtained a Bachelor's Degree in Economics from Xi'an Jiaotong University in July 1998, a Master's Degree in Economics from Peking University in December 2010 and a Master's Degree in Business Administration from Peking University HSBC Business School in August 2020. She holds the title of senior accountant.

The Company has entered into a service contract with Ms. Yang for a term of three years commencing from 21 June 2023, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Existing Articles. Ms. Yang not receive any director's fee for serving as an executive Director.

As at the Latest Practicable Date, Ms. Yang holds 10,000 shares in the Company. Save as disclosed above and as at the Latest Practicable Date, Ms. Yang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Ms. Yang does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Ms. Yang that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

3. Mr. Timothy David Gildner

Mr. Gildner, aged 53, has been the non-executive director of the Company since his appointment on 11 September 2023, he is also an executive director and the vice president of Fantasia Holdings Group Co., Limited (stock code: 1777), which is a substantial Shareholder and the controlling Shareholder of the Company, the shares of which are listed on the Main Board of the Stock Exchange. Prior to joining the Fantasia Group, he was a director of Gottardo Advisory Limited between January 2012 and April 2022. He was also a visiting scholar at the City University of Hong Kong between January 2017 and June 2019 for graduate level courses in real estate investment in China and real estate financing; and for fintech related courses at The Hong Kong University of Science and Technology between June 2015 and January 2017. He has extensive knowledge and experience in finance and management.

Mr. Gildner obtained a bachelor of art degree in journalism from Michigan State University, a master's degree in international affairs and a master's degree of business administration from Columbia University in 2002.

The Company has entered into a letter of appointment with Mr. Gildner for a term of three years commencing from 11 September 2023. He will hold office until the Company's first annual general meeting after his appointment and shall then be eligible for re-election pursuant to the New Articles. He will not receive any director's fee for his appointment.

Save as disclosed above and as at the Latest Practicable Date, Mr. Gildner does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Gildner does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Gildner that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

4. Mr. Chen Wenjian

Mr. Chen, aged 40, has been appointed as a non-executive Director since 11 September 2023. Mr. Chen is currently the senior director of 360 (Beijing) Private Equity Fund Management Co., Ltd.* (三六零(北京)私募基金管理有限公司) ("**360 Fund Management**"). Prior to joining 360 Fund Management, Mr. Chen has served as various roles in financial institutions and as the secretary to the board of a company listed on the Shenzhen Stock Exchange. He has over 10 years of experience in securities, investment research and investment banking businesses. Mr. Chen obtained a bachelor's degree in statistics and a master's degree in western economics, both from Xiamen University, in 2006 and 2010 respectively.

The Company has entered into an appointment letter with Mr. Chen for a term of three years commencing 11 September 2023. He will hold office until the first annual general meeting of the Company after his appointment and will then be eligible for re-election in accordance with the New Articles. He is entitled to a nominal Director's fee of RMB1 per annum.

Save as disclosed above and as at the Latest Practicable Date, Mr. Chen does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Chen does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Chen that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

5. Mr. Zhang Raymond Yue

Mr. Zhang, aged 48, has been appointed as an independent non-executive Director of the Company since 25 September 2023. Mr. Zhang is also the chairman of the remuneration committee, a member of each of the audit committee and nomination committee of the Company. Mr. Zhang has over 15 years of experience in credit investment, private equity, investment banking and capital market. He is the chief executive officer of Zhong Shan Financial Investment Limited. Mr. Zhang was the partner of VMS Investment Group from December 2015 to February 2017. During the period between January 2005 and November 2015, Mr. Zhang has served in various investment banks and his last position was the managing director of Deutsche Bank's Investment Banking in Asia-Pacific Region. Currently, Mr. Zhang is the vice chairman of professional services committee of Belt & Road General Chamber of Commerce, executive council member of Center for China & Globalization, a member of the ASTRI Technology Review Panel, a mentor of Hong Kong Cyberport, a member of the Jiangsu Provincial Committee of the Chinese Political Consultative Conference and the chairman of Federation of Hong Kong Jiangsu Youth.

Mr. Zhang obtained the bachelor's degree in commerce from The University of Sydney in October 2000 and master's degree in applied finance from Macquarie University in July 2005. He is currently studying in the CEO program at Cheung Kong Graduate School of Business.

Mr. Zhang has entered into an appointment letter with the Company as an independent non-executive Director for a term of three years commencing 25 September 2023. He will hold office until the first annual general meeting of the Company after his appointment and will then be eligible for re-election in accordance with the New Articles. He will be entitled to a Director's fee of RMB240,000 per annum which was determined with reference to his background, qualification, experience, duties and responsibilities to the Company and the prevailing market situation.

Save as disclosed above and as at the Latest Practicable Date, Mr. Zhang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Zhang does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Zhang that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

6. Ms. Yu Shan

Ms. Yu, aged 46, has been appointed as an independent non-executive Director of the Company since 15 March 2024. Ms. Yu is also a member of each of the remuneration committee, audit committee and nomination committee of the Company. Ms. Yu is a member of CPA Australia, a member of the Hong Kong Independent Non-Executive Director Association and the deputy secretary general of China Independent Non-Executive Director Association. She has over 20 years of experience in financial management, auditing, mergers and acquisitions in Hong Kong and overseas.

Ms. Yu obtained a professional diploma in International Trade from the Beijing Institute of Technology in July 1998; completed a Law major degree at the China University of Political Science and Law in December 2000; obtained the Certificate of Completion of Professional Training in International Tax Planning organised by the National Accounting Institute in August 2001; and obtained the programme certificate of Family Business Management Course from Cheung Kong Graduate School of Business in October 2009. Ms. Yu has served as a director of China Enterprise Service Centre (中國企業服務中心) (License number: TC006107) since July 2015; and has served as director, vice president and other positions in Fortune International Group since August 2004, responsible for its financial management, auditing, mergers and acquisitions in Hong Kong and overseas. From July 1998 to August 2004, she served as the assistant to the general manager of Grant Thornton, Beijing, China (Sino-foreign cooperation) (中京富會計師事務所(中外合作)), a member firm of Grant Thornton International.

Ms. Yu has entered into an appointment letter with the Company as an independent non-executive director for a term of three years commencing 15 March 2024. She will hold office until the first annual general meeting of the Company after her appointment and will then be eligible for re-election in accordance with the New Articles. She will be entitled to a director's fee of RMB180,000 per annum which was determined with reference to her background, qualification, experience, duties and responsibilities to the Company and the prevailing market situation.

Save as disclosed above and as at the Latest Practicable Date, Ms. Yu does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Ms. Yu does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Ms. Yu that needs to be brought to the attention of the holders of securities or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



COLOUR LIFE SERVICES GROUP CO., LIMITED 彩生活服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1778)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Colour Life Services Group Co., Limited (the “**Company**”) will be held at Imagination Room, BOHUB, 5/F., Tower A, The Platinum Tower, No. 1 Tairan 7th Road Futian District, Shenzhen, the PRC on Wednesday, 22 May 2024 at 10:30 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditor for the year ended 31 December 2023;
2. To re-elect Mr. Liu Hongcai as an executive Director of the Company;
3. To re-elect Ms. Yang Lan as an executive Director of the Company;
4. To re-elect Mr. Timothy David Gildner as a non-executive Director of the Company;
5. To re-elect Mr. Chen Wenjian as a non-executive Director of the Company;
6. To re-elect Mr. Zhang Raymond Yue as an independent non-executive Director of the Company;
7. To re-elect Ms. Yu Shan as an independent non-executive Director of the Company;
8. To authorise the board of directors to fix the directors’ remuneration;
9. To re-appoint Prism Hong Kong and Shanghai Limited as auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorise the board of directors to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

and, as special business, to consider and, if thought fit, pass the following resolutions, with or without modifications, as ordinary resolutions:

ORDINARY RESOLUTIONS

10. **“THAT**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to buy back 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 by The Securities and Futures Commission of Hong Kong (the **“Securities and Futures Commission”**) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time;
- (b) the total number of the shares of the Company to be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) for the purpose of this resolution, **“Relevant Period”** means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”

NOTICE OF ANNUAL GENERAL MEETING

11. **“THAT**

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the unissued shares of the Company and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;
- (b) the total number of the shares allotted, issued or agreed conditionally or unconditionally to be allotted, issued or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);
 - (ii) the exercise of options under a share option scheme;
 - (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or exercise of warrants to subscribe for shares of the Company;
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company;
or
 - (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and

NOTICE OF ANNUAL GENERAL MEETING

- (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”
12. “**THAT** conditional upon the passing of resolutions nos.10 and 11 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution no.10 to exercise the powers of the Company to allot, issue and deal with the unissued shares of the Company be and is hereby extended by the addition thereto the aggregate number of the shares of the Company to be bought back by the Company under the authority granted pursuant to resolution no.11, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

By Order of the Board
Colour Life Services Group Co., Limited
Mr. Zhu Jindong
Chairman

Hong Kong, 29 April 2024

Notes:

1. All resolutions proposed at the meeting shall be voted by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”). The results of the poll will be published on the websites of the Stock Exchange and of the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy. On a show of hands every shareholder who is present in person or by proxy shall have one vote. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to be valid, the form of proxy 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, must be deposited at the Company's branch share registrar in Hong Kong, 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 appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. For determining the qualification as shareholders of the Company to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 17 May 2024 to Wednesday, 22 May 2024, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify as shareholders to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company are required to lodge all transfer documents accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 May 2024.