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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)**

## **PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND REDESIGNATION OF DIRECTOR**

This announcement is made by the board (the “**Board**”) of directors (the “**Director(s)**”) of Lushang Life Services Co., Ltd. (the “**Company**” together with its subsidiaries, the “**Group**”) pursuant to Rule 13.51 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in relation to the proposed amendments (the “**Proposed Amendments**”) of the articles of association of Company (the “**Articles of Association**”).

On February 14, 2023, the State Council of the PRC (the “**State Council**”) issued the “Decision of the State Council to Repeal Certain Administrative Regulations and Documents” (《國務院關於廢止部分行政法規和文件的決定》), with effect from March 31, 2023, and on February 17, 2023, the China Securities Regulatory Commission (the “**CSRC**”) issued the “Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies (《境內企業境外發行證券和上市管理試行辦法》)” and the “Guidelines on the Application of Regulatory Rules – Overseas Offering and Listing No. 1 (《監管規則適用指引—境外發行上市類第1號》)”, with effect from March 31, 2023 (collectively, the “**New PRC Regulations**”). Meanwhile, the “Special Regulations on the Overseas Offering and Listing of Shares by Joint Stock Limited Companies (《國務院關於股份有限公司境外募集股份及上市的特別規定》)” issued by the State Council on August 4, 1994 (the “**Special Regulations**”) and the “Circular on Implementation of Mandatory Provisions for the Articles of Association of Companies Listing Overseas (Zheng Wei Fa [1994] No. 21) (《關於執行〈到境外上市公司章程必備條款〉的通知》(證委發[1994]21號文件))” issued by the State Council Securities Policy Commission and the State Commission for Restructuring the Economic System on August 27, 1994 (the “**Mandatory Provisions**”)

were repealed as of the effective date of the New PRC Regulations. PRC issuers shall formulate their articles of association and regulate their corporate governance in accordance with the New PRC Regulations, the Company Law of the People’s Republic of China and with reference to the “Guidelines for Articles of Association of Listed Companies (《上市公司章程指引》)” issued by the CSRC (the “**Guidelines for Articles**”) and other laws, administrative regulations and relevant provisions of the CSRC on corporate governance rather than the Mandatory Provisions. Pursuant to the New PRC Regulations, the Stock Exchange has made consequential amendments to the Listing Rules with effect from August 1, 2023.

Furthermore, On December 29, 2023, the Standing Committee of the National People’s Congress of the PRC promulgated the revised Company Law of the People’s Republic of China (the “**Revised Company Law**”), which came into effect from July 1, 2024. On December 27, 2024, the CSRC promulgated the Transitional Arrangements for the Implementation of Supporting Rules under the Revised Company Law (《關於新《公司法》配套制度規則實施相關過渡期安排》), requiring listed companies to include provisions in their articles of association for establishing an audit committee under the Board to perform the original duties of the supervisory committee and to abolish the supervisory committee or supervisors, in accordance with the Revised Company Law, the Provisions of the State Council on the Implementation of the Registration Management System for Registered Capital under the Company Law of the People’s Republic of China (《國務院關於實施〈中華人民共和國公司法〉註冊資本登記管理制度的規定》), and the supporting rules of the CSRC by January 1, 2026. On March 28, 2025, the CSRC promulgated the revised Guidelines for the Articles of Association of Listed Companies and the Rules for Shareholders’ General Meetings of Listed Companies, which came into effect from the date of promulgation. The Company intends to implement the above-mentioned requirements of the CSRC, by abolishing the supervisory committee of the Company (the “**Supervisory Committee**”), and delegating the powers of the Supervisory Committee under the Revised Company Law to the audit committee of the Board, with the relevant Proposed Amendments to be made.

In addition, pursuant to the conclusions to its consultation on “Proposals to Further Expand the Paperless Listing Regime and Other Rule Amendments” published by the Stock Exchange in January 2025, the relevant amendments to the Listing Rules have come into effect on February 10, 2025, such that issuers must ensure that their articles of association enable them to hold hybrid general meetings and provide electronic voting. Accordingly, the Proposed Amendments will also provide further clarification on electronic meeting arrangements.

In light of the above, the Board proposes to make the Proposed Amendments in order to remove such provisions that are obsolete as a result of the repeal of the Special Regulations and the Mandatory Provisions, to reflect the New PRC Regulations and to fulfill certain requirements of the Guidelines for Articles, to reflect the consequential amendments to the Listing Rules, to comply with the Revised Company Law, as well as to make consequential amendments based on those revisions.

In particular, under the New PRC Regulations and the Listing Rules, (i) holders of domestic shares and H shares are no longer deemed as different classes of shareholders and therefore the class meetings originally applicable to holders of domestic shares and H shares are no longer necessary; and (ii) holders of H shares are allowed to seek to resolve disputes through Hong Kong courts or the courts at the incorporation place of the issuer, and therefore, the use of arbitration to resolve disputes is no longer required.

In addition, to comply with the aforementioned legal and regulatory requirements, the Proposed Amendments also include (i) abolishing the Supervisory Committee and clarification of the functional positioning of the audit committee of the Board; (ii) strengthening rights of the shareholders of the Company (“**Shareholder(s)**”) by adjusting the threshold for Shareholders to make proposals to the Company, either individually or jointly, to a shareholding of 1% or more of the total shares of the Company; and (iii) specifying that the Articles of Association permit hybrid general meetings and electronic voting in accordance with applicable law, rules and regulations.

The Proposed Amendments also include other amendments to the current Articles of Association based on actual operating requirements of the Company.

Save for the Proposed Amendments, other provisions in the Articles of Association remain unchanged. The Articles of Association after the proposed amendments conform with the Core Shareholder Protection Standards set out in Appendix A1 of the Listing Rules. The Articles of Association is prepared in Chinese with no official English version. Any English translation is for reference only. In the event of any inconsistency, the Chinese version shall prevail.

The Board believes that the Proposed Amendments neither prejudice the protection of the Shareholders nor cause material impacts on the protective measures of the Shareholders or adverse impact on the business operation of the Company, and they are in the interests of the Company and its Shareholders as a whole. According to the New PRC Regulations, (i) domestic shares and H shares shall be regarded as the same class of ordinary shares and holders of domestic shares and H shares shall no longer be deemed as different classes of shareholders, and (ii) the substantive rights attached to the two types of shares (including voting rights, dividends and asset distribution in case of liquidation) shall be identical. Therefore, the removal of the class meeting requirement from the Articles of Association will not undermine the protection of the Shareholders. In addition, given that there are sufficient dispute resolution channels (such as court proceedings in Mainland China and Hong Kong) to enable the Shareholders to exercise their rights under the Articles of Association, the removal of the arbitration provision from the Articles of Association and the abolition of arbitration as the sole means of dispute resolution will not affect the protection of the Shareholders.

The Proposed Amendments will take effect upon being approved by the Shareholders as a special resolution at an extraordinary general meeting of the Company (the “**EGM**”), a class meeting of the holders of the H shares of the Company (the “**H Shareholders’ Class Meeting**”) and a class meeting for holders of the domestic shares of the Company (the “**Domestic Shareholders’ Class Meeting**”). A circular containing, among others, details of the Proposed Amendments, together with the notices convening the EGM, the H Shareholders’ Class Meeting and the Domestic Shareholders’ Class Meeting will be dispatched to the Shareholders in due course.

## **REDESIGNATION OF DIRECTOR**

The Board also hereby announces that Mr. Wang Zhongwu (“**Mr. Wang**”) has been redesignated from an executive Director to a non-executive Director with effect from June 9, 2025 due to the reallocation of duties in the Group. Mr. Wang will continue to act as the Chairman of the Board.

The biographical details of Mr. Wang are as follows:

Mr Wang, aged 50, joined the Group in August 2010, was appointed as an executive Director on March 2, 2021 and redesignated as a non-executive Director on June 9, 2025 and currently serves as the Chairman of the Board. He is primarily responsible for daily business operations and strategic decision making of the Group.

Mr. Wang joined the Group by overseeing our property management business in August 2010. He served as a general manager of a project in Jining developed by Lushang Freda from August 2010 to January 2018 where he was primarily responsible for overall management of the project, including overseeing our property management business in Jining. Mr. Wang also served as the general manager at Heze Lushang Real Estate Company Limited (荷澤魯商置業有限公司), an indirect wholly-owned subsidiary of Lushang Freda, from April 2016 to September 2017, where he was primarily responsible for overall management of daily business operations of the company and ensuring the smooth operation of property management projects. From January 2018 to December 2019, he served as a general manager of the Qingdao Region of Lushang Property and he was primarily responsible for the overall management of daily business operations of the company, including overseeing our property management business in Qingdao. From February 2019 to March 2021, Mr. Wang served as general manager assistant at Lushang Freda and he was primarily responsible for overall business operation of Lushang Freda Group, including the business of the Group. Since December 2022, Mr. Wang has been appointed as a director of Shandong Urban and Rural Development Group Co., Ltd.\* (山東省城鄉發展集團有限公司) (a wholly-owned subsidiary of Shandong Commercial which is a controlling Shareholder of the Company) and has served as the chairman of Shandong Urban and Rural Development Group Co., Ltd. since April 2024.

Mr. Wang completed an undergraduate course in civil engineering from China University of Geosciences (中國地質大學) in the PRC in July 2007 through distance learning, and a master's degree in business management from Northwestern Polytechnical University (西北工業大學) in the PRC in March 2018. In November 2004, he was certified as an engineer by the Shandong Commercial Group Headquarters Mediate Professional Engineering Services Committee (山東省商業集團總公司工程專業技術職務中級評審委員會). Mr. Wang was recognized as an Outstanding Communist of Shandong Provincial Enterprise (山東省省管企業優秀共產黨員) by the Shandong SASAC in June 2017 and as an Outstanding Individual in Economic Work (經濟工作先進個人) by Nanyuan Street Office and Chinese Communist Party Working Committee in Central District of Jining City (濟寧市市中區南苑街道辦事處及中共濟寧市市中區南苑街道工作委員會) in February 2013.

Taking into consideration of the diversity perspectives (including but not limited talent, skills, gender, age, cultural and education background, ethnicity, professional experience, independence and knowledge), the Board is satisfied that Mr. Wang is of such character, integrity and experience commensurate with the office of a non-executive Director.

Save as disclosed above and as at the date of this announcement, Mr. Wang does not have any relationship with any Director, supervisor, senior management or substantial or controlling shareholders of the Company, nor does he hold any other positions in the Company or any of its subsidiaries, or hold any directorships in other listed companies in the last three years.

The term of office of Mr. Wang as non-executive Director shall commence from June 9, 2025 until the completion of the election of the second session of the Board according to the Articles of Association. Mr. Wang shall be eligible for re-election upon the expiry of his term of office according to the Articles of Association. Mr. Wang will not receive any remuneration for holding his office as non-executive Director.

As at the date of this announcement, save as being interested in 100,000 shares of Lushang Freda which is a controlling Shareholder of the Company and an associated corporation of the Company (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong (the “SFO”), Mr. Wang does not have or is not deemed to have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO.

Save as disclosed above and as at the date of this announcement, the Board is not aware of any other matters in relation to the proposed appointment of Mr. Wang as a non-executive Director that need to be brought to the attention of the Shareholders nor any information that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules.

By order of the Board  
**Lushang Life Services Co., Ltd.**  
**Mr. WANG Zhongwu**  
*Chairman and Non-executive Director*

Jinan, the PRC, June 9, 2025

*As at the date of this announcement, the Board comprises Mr. NING Daoju and Mr. SHAO Meng as executive Directors, Mr. WANG Zhongwu as Chairman and non-executive Director, Ms. LUO Ye and Ms. LI Han as non-executive Directors, and Ms. LEUNG Bik San, Ms. CHEN Xiaojing and Mr. MA Tao as independent non-executive Directors.*