
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 your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Binjiang Service Group Co. Ltd., you should at once hand this circular and the accompanying proxy form 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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**濱江服務**

BINJIANG SERVICE

Binjiang Service Group Co. Ltd.**濱江服務集團有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 3316)**

- (1) PROPOSALS FOR DECLARATION OF FINAL DIVIDEND**
(2) GENERAL MANDATE TO BUY BACK SHARES
(3) RE-ELECTION OF RETIRING DIRECTORS
(4) RE-APPOINTMENT OF AUDITOR
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting of Binjiang Service Group Co. Ltd. to be held at the Main Conference Room, 12th Floor, Block 1, New Town Times Square, Shangcheng District, Hangzhou, the PRC on Tuesday, June 9, 2026 at 3:00 p.m. is set out on pages III-1 to III-4 of this circular. A proxy form for use at the AGM is enclosed with this circular. Such proxy form is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hzbjwy.com>).

Whether or not you are able to attend the AGM, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the completed proxy form 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 and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than 3:00 p.m. on Sunday, June 7, 2026) or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the proxy form shall be deemed to be revoked. For the avoidance of doubt, holders of Treasury Shares, if any, shall abstain from voting at the Company's general meetings in respect of any Treasury Shares held by them, if any.

April 24, 2026

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DEFINITIONS

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

“AGM”	an annual general meeting of the Company to be convened and held at the Main Conference Room, 12th Floor, Block 1, New Town Times Square, Shangcheng District, Hangzhou, the PRC on Tuesday, June 9, 2026 at 3:00 p.m. (or any adjournment thereof)
“Articles of Association”	the third amended and restated articles of association of the Company, as amended from time to time
“Binjiang Holdings”	Hangzhou Binjiang Investment Holdings Co., Ltd.* (杭州濱江投資控股有限公司), a limited liability company established in the PRC on October 8, 2006. It is owned as to 64% by Mr. QI Jinxing (戚金興先生), 18% by Mr. MO Jianhua (莫建華), a non-executive Director, and 18% by Mr. ZHU Huiming (朱慧明). Given that Binjiang Holdings is controlled by Mr. QI Jinxing, one of the Controlling Shareholders, Binjiang Holdings is therefore a connected person of the Company
“Binjiang Real Estate”	Hangzhou Binjiang Real Estate Group Co., Ltd.* (杭州濱江房產集團股份有限公司), a limited liability company established in the PRC on August 22, 1996, the shares of which are listed on the Main Board of the Shenzhen Stock Exchange (stock code: 002244). As at the Latest Practicable Date, Binjiang Real Estate was owned as to approximately (i) 45.41% by Binjiang Holdings; (ii) 11.94% by Mr. QI Jinxing; (iii) 3.22% by Mr. MO Jianhua, a non-executive Director; (iv) 2.93% by Mr. ZHU Huiming (朱慧明); and (v) 1.00% by Mr. QI Jiaqi, the son of Mr. QI Jinxing. Given that Binjiang Real Estate is controlled by Mr. QI Jinxing, one of the Controlling Shareholders, it is therefore a connected person of the Company
“Board”	the board of Directors

DEFINITIONS

“Bright Cloud Trust”	an irrevocable trust established on November 19, 2018 by Mr. QI Jinxing (as the settlor) for the benefit of himself and his family members designated by him, including Mr. QI Jiaqi
“BVI”	British Virgin Islands
“close associate(s)”	has the meaning as ascribed to it under the Listing Rules
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Company”	Binjiang Service Group Co. Ltd. (濱江服務集團有限公司), 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
“Controlling Shareholder(s)”	Mr. QI Jinxing and Great Dragon
“core connected person(s)”	has the meaning as ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Great Dragon”	Great Dragon Ventures Limited (巨龍創投有限公司), a company incorporated in the BVI with limited liability on March 28, 2017, a Controlling Shareholder of the Company
“Great Splendor Trust”	an irrevocable trust established on November 19, 2018 by Mr. MO Jianhua (莫建華) (as the settlor) for the benefit of himself and his family members designated by him
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

DEFINITIONS

“Latest Practicable Date”	April 20, 2026 being the latest practicable date prior to the publication of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. QI Jiaqi”	Mr. QI Jiaqi (戚加奇), one of the executive Directors and the son of Mr. QI Jinxing
“Mr. QI Jinxing”	Mr. QI Jinxing (戚金興), one of the Controlling Shareholders
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong Special Administrative Region and Macao Special Administrative Region of the People’s Republic of China and Taiwan
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended from time to time
“Share(s)”	ordinary share(s) of US\$0.0001 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Share Buy-back Mandate”	the proposed general and unconditional mandate to be granted to the Directors to exercise the power of the Company to buy back Shares on the Stock Exchange of up to a maximum of 10% of the total number of issued Shares (excluding Treasury Shares, if any) on the Stock Exchange as at the date of the passing of the relevant resolution granting such mandate at the AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended from time to time
“Treasury Shares”	has the meaning as ascribed to it under the Listing Rules
“%”	per cent

* *for identification purpose only*

LETTER FROM THE BOARD



濱江服務

BINJIANG SERVICE

Binjiang Service Group Co. Ltd.

濱江服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3316)

Executive Directors:

Mr. YU Zhongxiang

Mr. QI Jiaqi

Ms. ZHONG Ruoqin

Non-executive Directors:

Mr. MO Jianhua

Mr. CAI Xin

Independent non-executive Directors:

Mr. DING Jiangang

Mr. LI Kunjun

Ms. CAI Haijing

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

Head Office in the PRC:

Room 1201-1, Block 1

New Town Times Square

Shangcheng District

Hangzhou, China

Principal Place of Business in Hong Kong:

Room 507, 5/F., OfficePlus@Sheung Wan

93-103 Wing Lok Street

Sheung Wan, Hong Kong

Hangzhou, the PRC, April 24, 2026

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSALS FOR DECLARATION OF FINAL DIVIDEND**
(2) GENERAL MANDATE TO BUY BACK SHARES
(3) RE-ELECTION OF RETIRING DIRECTORS
(4) RE-APPOINTMENT OF AUDITOR
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with the relevant information in respect of, among other matters, (i) declaration of final dividend; (ii) the Share Buy-back Mandate; (iii) the re-election of retiring Directors; (iv) the re-appointment of auditor; and to give you notice of the AGM relating to, among other matters, these matters.

DECLARATION OF FINAL DIVIDEND

Reference is made to the annual results announcement for the year ended December 31, 2025 of the Company dated March 25, 2026. The Board has recommended a final dividend of HK\$0.978 per Share for the year ended December 31, 2025, which is subject to the approval of the Shareholders at the AGM and compliance with the Articles of Association and the applicable laws and regulations of the Cayman Islands. Shareholders are required to personally deal with the filing and payment of tax with the relevant tax authority if they are subject to other taxes payable due to their nationalities or identities and the Company shall not be responsible for withholding and paying such taxes on their behalf. An ordinary resolution will be proposed at the AGM to approve the declaration of the final dividend.

The Company does not hold any Treasury Shares (including any Treasury Shares held or deposited with CCASS) and Treasury Shares, if any, would not receive the dividends or distributions.

GENERAL MANDATE TO BUY BACK SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise the powers of the Company to buy back issued Shares subject to the criteria set forth in this circular. In particular, Shareholders should note that the maximum number of Shares that may be bought back pursuant to the Share Buy-back Mandate will be such number which represents 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of the resolution subject to the Listing Rules. The Share Buy-back Mandate will expire on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required pursuant to the Articles of Association or any applicable law to be held; or (iii) the date of the revocation or variation of the authority given under this resolution by an ordinary resolution of the Shareholders at the general meeting. As at the Latest Practicable Date, the total number of issued Shares was 276,407,000 Shares. Assuming that there is no change in the total number of issued Shares (excluding Treasury Shares, if any) during the period from the Latest Practicable Date to the date of passing the resolution approving the Share Buy-back Mandate, the maximum number of Shares which may be bought back pursuant to the Share

LETTER FROM THE BOARD

Buy-back Mandate on the date of passing the resolution approving the Share Buy-back Mandate will be 27,640,700 Shares, representing 10% of the total number of issued Shares (excluding Treasury Shares, if any).

If the Company purchases any Shares pursuant to the Share Buy-back Mandate, the Company will either cancel the Shares bought back, and/or hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time of any buy-backs of Shares. If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

An explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules to provide the requisite information in connection with the Share Buy-back Mandate, is set forth in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

Mr. MO Jianhua, Mr. DING Jiangang and Mr. LI Kunjun shall retire pursuant to Article 84(1) and Article 84(2) of the Articles of Association. All retiring Directors, being eligible, will offer themselves for re-election at the forthcoming AGM. Biographical details of the retiring Directors who are proposed to be re-elected at the AGM are set forth in Appendix II to this circular.

The nominations were made in accordance with the nomination policy of the Company and the objective criteria (including without limitation, skills, accomplishments, experience, reputation and potential time commitment for the board and/or committee responsibilities), with due regard for the benefits of diversity as set out under the board diversity policy of the Company. The nomination committee of the Company (the "**Nomination Committee**") had also taken into account the overall contribution and service of Mr. MO Jianhua, Mr. DING Jiangang and Mr. LI Kunjun to the Company and the Board and their commitment to their roles.

The Nomination Committee considered that in view of their diverse and different educational backgrounds and professional knowledge and accomplishments in areas such as real estate, finance, media and public communication as set out in Appendix II to this circular, Mr. MO Jianhua, Mr. DING Jiangang and Mr. LI Kunjun will bring valuable perspectives, knowledge, skills and experience to the Board for its efficient and effective functioning and their appointments will contribute to the diversity of the Board appropriate to the requirements of the Group's business.

The Nomination Committee has also assessed the independence of all independent non-executive Directors. The Nomination Committee assessed and reviewed the annual confirmation of independence based on the independence criteria as set out in Rule 3.13 of the

LETTER FROM THE BOARD

Listing Rules of Mr. DING Jiangang and Mr. LI Kunjun. When determining the nominated candidates' independence under Rule 3.13 of the Listing Rules, the same factors should also apply to the candidates' immediate family members (“**Immediate family member**” is defined under Rule 14A.12(1)(a) of the Listing Rules, and re-affirmed their independence). Mr. DING Jiangang and Mr. LI Kunjun do not hold any cross-directorships or have any significant links with other Directors through involvement in other companies or bodies.

The Board believed that the re-election of Mr. MO Jianhua as a non-executive Director, and Mr. DING Jiangang and Mr. LI Kunjun as independent non-executive Directors would be in the best interests of the Company and the Shareholders as a whole.

Accordingly, with the recommendation of the Nomination Committee, the Board has proposed that all the above retiring Directors for re-election as Directors at the AGM. Further information about the Board's composition and diversity as well as the attendance record of the Directors (including the retiring Directors) at the meetings of the Board and/or its committees and the general meetings of the Company is disclosed in the corporate governance report of the annual report.

Details of the above Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

RE-APPOINTMENT OF AUDITOR

KPMG, which has audited the consolidated financial statements of the Company for the year ended December 31, 2025, will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board, upon the recommendation of the audit committee of the Company, proposed to re-appoint KPMG as the auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company and authorize the Board to fix its remuneration. The estimated audit fees agreed between the Company and KPMG for audit services for the year ended December 31, 2026 of RMB2.1 million, which were determined based on the complexity and business plan of the Group, the expected audit scope, the audit schedule and the required auditor resources. An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the AGM for consideration and approval by the Shareholders.

LETTER FROM THE BOARD

AGM

Set forth on pages III-1 to III-4 of this circular is a notice convening the AGM at which, among other things, resolutions will be proposed to approve the declaration of final dividend, the Share Buy-back Mandate, the re-election of the retiring Directors and the re-appointment of auditor.

The register of members of the Company will be closed from Thursday, June 4, 2026 to Tuesday, June 9, 2026 (both days inclusive), during which period no transfer of shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Tuesday, June 9, 2026, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Wednesday, June 3, 2026. Shareholders whose names are listed on the register of members of the Company on Tuesday, June 9, 2026 (the record date) are entitled to attend and vote at the AGM.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.hzbjwy.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed 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 the AGM (i.e. not later than 3:00 p.m. on Sunday, June 7, 2026).

VOTING BY POLL

The forthcoming AGM will be held by voting of Shareholders taken by poll pursuant to Rule 13.39(4) of the Listing Rules.

RECOMMENDATION

The Directors consider that (i) the approval of final dividend; (ii) the Share Buy-back Mandate; (iii) the re-election of retiring Directors; and (iv) the re-appointment of auditor would be in the best interests of the Company, the Group and the Shareholders as a whole, and will recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

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 aspects and not misleading or deceptive, and there are no other material matters the omission of which would make this circular or any statement contained therein misleading.

Yours faithfully,

For and on behalf of the Board

Binjiang Service Group Co. Ltd.

YU Zhongxiang

Chairman

APPENDIX I EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide all the information in relation to the Share Buy-back Mandate for your consideration.

1. LISTING RULES RELATING TO THE SHARE BUY-BACK MANDATE

The Listing Rules permit companies with a primary listing on the Stock Exchange to purchase their securities subject to certain restrictions.

All proposed buy-back(s) of securities on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution, either by way of a general mandate or by a specific approval of a particular transaction and that the shares to be bought back must be fully paid up. A maximum of 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing the relevant resolution may be bought back on the Stock Exchange.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were 276,407,000 Shares in issue and the Company did not have any Treasury Shares. Subject to the passing of the resolution granting the Share Buy-back Mandate and on the basis that no further Shares are issued, allotted or bought back before the AGM, the Company will be allowed to buy back a maximum of 27,640,700 Shares, representing 10% of the total number of issued Shares (excluding Treasury Shares, if any) as at the date of passing of resolution until (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles of Association or the applicable laws and regulations of the Cayman Islands; or (iii) the revocation or variation of the Share Buy-back Mandate by an ordinary resolution of the Shareholders at a general meeting, whichever is the earliest.

3. REASONS FOR BUY-BACKS

The Directors believe that the Share Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole. Such buy-back(s) of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such buy-back(s) of Shares will benefit the Company and the Shareholders as a whole.

Subject to the compliance with the Listing Rules and all applicable laws and regulations, the Company may cancel any Shares it bought back and/or hold such Shares as Treasury Shares for subsequent sale or transfer, subject to market conditions and the Company's capital management needs at the relevant time any buy-back of Shares are made.

4. FUNDING OF BUY-BACKS

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws and regulations of the Cayman Islands.

It is presently proposed that any buy-back of the Shares be made out of profits of the Company or the proceeds of a fresh issue made for the buy-back or out of capital provided that on the day immediately following the date of buy back the Company is able to pay its debts as they fall due in the ordinary course of business.

5. IMPACT OF BUY-BACKS

On the basis of the financial position of the Company as at December 31, 2025 (being the date of its latest audited accounts), the Directors consider that there is no material adverse impact on the working capital or gearing position of the Company if the Share Buy-back Mandate is exercised in full during the proposed Share buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recently published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

6. GENERAL INFORMATION

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company or any of its subsidiaries, if the Share Buy-back Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have any present intention to sell any Shares to the Company, or have undertaken not to do so, if the Share Buy-back Mandate is approved by the Shareholders.

To the extent that any Treasury Shares are deposited with CCASS pending resale on the Stock Exchange, the Company will adopt appropriate measures to ensure that it does not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in the Company's own name as treasury shares, which may include approval by the Board that (i) the Company would not (or would procure its broker not to) give any instructions to HKSCC to vote at general meetings for the Treasury Shares deposited with CCASS and (ii) in the case of dividends or distributions, the Company will

APPENDIX I EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE

withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions.

If the Company holds any Treasury Shares, any resale or transfer of Treasury Shares will be made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

The Directors confirm that neither this explanatory statement nor the proposed share repurchase has any unusual features.

7. UNDERTAKING

The Directors and others will exercise the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

8. TAKEOVERS CODE

If as a result of a buy-back of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code (as defined in the Takeovers Code). Accordingly, a Shareholder, or group of Shareholders acting in concert, depending on the level of increase in the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, according to the public record, and to the best of the knowledge and belief of the Directors, Great Dragon directly held 126,720,000 Shares, representing a total of 45.85% of the total number of issued Shares. The entire issued share capital of Great Dragon is held by Cantrust (Far East) Limited (through its nominee company) as trustee of Bright Cloud Trust. Bright Cloud Trust is a discretionary trust set up by Mr. QI Jinxing as the settlor on November 19, 2018. The beneficiaries of the Bright Cloud Trust include Mr. QI Jinxing, Mr. QI Jiaqi and certain family members of Mr. QI Jinxing. Accordingly, under the SFO, Mr. QI Jinxing is deemed to be interested in 126,720,000 Shares, representing 45.85% of the total number of issued Shares, held by Great Dragon. In the event that the Directors exercise in full the power to buy back Shares in accordance with the Share Buy-back Mandate, the shareholding of Great Dragon would be increased to 50.94% of the total number of the issued Shares.

APPENDIX I EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE

The Directors consider that such increase in shareholding will give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

The Directors also have no intention to exercise the Buy-back Mandate to such an extent that the number of Shares held by the public falling below the prescribed minimum percentage of 25%.

9. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares had been made by the Company during the six months prior to the Latest Practicable Date.

10. SHARE PRICES

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

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
April	26.800	22.300
May	27.000	24.550
June	25.950	22.300
July	25.500	22.850
August	25.980	22.720
September	25.240	23.080
October	27.600	24.000
November	26.020	23.360
December	25.240	23.600
2026		
January	24.800	22.260
February	24.000	22.380
March	23.860	20.980
April (up to the Latest Practicable Date)	24.760	23.120

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

Mr. MO Jianhua (莫建華), aged 55, has been a non-executive Director since December 2017. He is primarily responsible for providing guidance and supervision for our Group's business operations. He has nearly 30 years of experience in the real estate industry. Since January 2017, he has also been serving as the general manager of Hangzhou Pute Equity Investment Management Limited (杭州普特股權投資管理有限公司), a company which is principally engaged in equity investment, where he is responsible for the overall management of business. Since November 2006, he has been a director at Binjiang Real Estate, where he is responsible for providing guidance and supervision to our Group's business operations.

From July 2011 to November 2017, he was the general manager of Hangzhou Binjiang Venture Capital Investment Limited (杭州濱江創業投資有限公司), a company which is primarily engaged in venture capital, and he was responsible for overall operation of business. From December 1999 to July 2011, he was the managing deputy general manager of Binjiang Real Estate, where he was responsible for the management of construction costs. From October 1996 to December 1999, he served as a deputy general manager at Binjiang Real Estate Construction Co., Ltd. (濱江房屋建設開發有限公司), a company engaged in real estate construction. He was responsible for the management of construction costs. He obtained an executive master's degree in business administration (EMBA) from Zhejiang University, the PRC, in June 2013.

He has entered into a letter of appointment with the Company for a term of 3 years commencing from March 15, 2025, which is subject to termination in accordance with the terms stated therein. Pursuant to the letter of appointment, the remuneration of Mr. MO shall be determined at the discretion of the Remuneration Committee of the Company by reference to his experience and qualification and the market condition and shall be subject to the approval of the Shareholders at the annual general meeting. Mr. MO did not receive any Director's remuneration for the year ended December 31, 2025. In accordance with the Articles of Association, the Listing Rules and other applicable laws, he shall also be subject to rotation and may be re-elected for a term of at least every three years.

Mr. MO, being a settlor of a discretionary trust and holding interests in controlled corporation, is deemed to be interested in 35,640,000 Shares held by Haoyu Ventures Limited ("**Haoyu**"), representing 12.89% of the total number of issued Shares. Haoyu is held by Infiniti Trust (Asia) Limited as the trustee of Great Splendor Trust through its nominee companies. Great Splendor Trust is an irrevocable trust established by Mr. MO (as the settlor) for the benefit of himself and his certain family members.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Save as mentioned above, as at the Latest Practicable Date, he (i) did not hold any position in the Company or other members of the Group; (ii) had no relationship with any other Directors, senior management, substantial Shareholders or Controlling Shareholders; (iii) had not held any directorship in any public companies of which the securities are listed on any securities market in Hong Kong or overseas in the past three years; and (iv) did not have any interests or short positions in the shares, underlying shares or debentures of the Company which were required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, he has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. DING Jiangan (丁建剛), aged 62, joined the Group in February 2019 as an independent non-executive Director. Since May 2014, he has been the dean of Zhejiang Daily Media Real Estate Institute, which is engaged in provision of market analysis of real estate industry, and is responsible for conducting researches on real estate policies and real estate market. He has also been serving at Zhejiang Real Estate Institute as a council member and is responsible for conducting researches on policies and market trends in the real estate industry since October 2017.

He has over 30 years of experience in the media industry. He has been an employee of Decision Research Consultancy Limited (杭州浙訊房地產決策研究諮詢有限公司) since June 2014. He worked for Hangzhou Joint Founder Information Technology Co., Ltd. (杭州中房信息科技有限公司), which is engaged in the provision of market analysis of the real estate industry, and was responsible for research on real estate policy and real estate market from March 2013 to May 2014. He worked for the Economy Department of, and as the deputy editor of the Hangzhou website of Zhejiang Online News Website Co., Ltd. (浙江在線新聞網站有限公司), which is engaged in online news publication and he was responsible for researching financial properties and providing commentaries thereon from September 2008 to February 2013. He worked for Zhejiang Media Group, which is engaged in the publication and sales of newspapers, magazines and videos, and he was responsible for the production of property programs from April 1989 to September 2008. He worked for teaching and research group of building structure of Zhejiang Construction Industrial College and was responsible for teaching building structure courses and management of the teaching and research group from November 1985 to April 1989. He was also a teaching staff in Changchun Advanced Architecture Institute from July 1983 to October 1985.

Mr. Ding served as an independent non-executive director, the chairman of the remuneration committee, a member of the audit committee and a member of the nomination committee of Dexin China Holdings Company Limited, a property development company which was listed on the Stock Exchange (stock code: 02019) and ordered to be wound up by the High Court of the Hong Kong

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Special Administrative Region on June 11, 2024, from January 2019 to July 1, 2024. He is responsible for providing independent judgment and advice in relation to operations and management in this company. In addition, he served as an independent non-executive director, the chairman of the remuneration committee, a member of the audit committee and a member of the nomination committee of Shinsun Holdings (Group) Co., Ltd., a property development company listed on the Stock Exchange (stock code: 02599), from October 2020 to November 2023.

He obtained his bachelor's degree in civil engineering from Xi'an University of Architecture and Technology (formerly known as Xi'an Metallurgy Architecture College), the PRC, in July 1983.

He has entered into a letter of appointment with the Company for a term of 3 years commencing from March 15, 2025. Pursuant to the letter of appointment, he is entitled to an annual remuneration of RMB100,000 which has been determined by reference to his experience, qualifications and market conditions and shall be subject to the approval of the Shareholders at the annual general meeting. In accordance with the Articles of Association, the Listing Rules and other applicable laws, he shall also be subject to rotation and may be re-elected for a term of at least every three years.

Save as mentioned above, as at the Latest Practicable Date, he (i) did not hold any position in the Company or other members of the Group; (ii) had no relationship with any other Directors, senior management, substantial Shareholders or Controlling Shareholders; (iii) had not held any directorship in any public companies of which the securities are listed on any securities market in Hong Kong or overseas in the past three years; and (iv) did not have any interests or short positions in the shares, underlying shares or debentures of the Company which were required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, he has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that shall be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules.

Mr. LI Kunjun (李坤軍), aged 47, joined the Group in February 2019 as an independent non-executive Director. Since October 2017, he has been serving as the chief executive officer of Hangzhou Xiaodi Technology Co., Ltd. (杭州小嘀科技有限公司), a company engaged in the technology development for real estate, which attracted investments from Hangzhou Tengguo Internet Technology Co., Ltd. (杭州騰果網絡科技有限公司) and Hangzhou Daily, and created one of the most influential WeChat official accounts with regard to property market in Hangzhou. He is responsible for the overall management and business operation.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

He has extensive work experience in the media industry. From September 2000 to December 2016, he held various positions at Hangzhou Daily, including reporter, and director of property office. During his tenure, he published a book, *Hangzhou Qualified Houses — Guidance for purchasing houses from QIU Weiwei and LI Kunjun*.

He graduated from Zhejiang University, the PRC, obtaining a bachelor's degree in Chinese Literature in June 2000.

He has entered into a letter of appointment with the Company for a term of 3 years commencing from March 15, 2025, which is subject to termination in accordance with the terms stated therein. Pursuant to the letter of appointment, he is entitled to an annual remuneration of RMB100,000, which has been determined by reference to his experience, qualifications and market conditions and shall be subject to the approval of the Shareholders at the annual general meeting. In accordance with the Articles of Association, the Listing Rules and other applicable laws, he shall also be subject to rotation and may be re-elected for a term of at least three years.

Save as mentioned above, as at the Latest Practicable Date, he (i) did not hold any position in the Company or other members of the Group; (ii) had no relationship with any other Directors, senior management, substantial Shareholders or Controlling Shareholders; (iii) had not held any directorship in any public companies of which the securities are listed on any securities market in Hong Kong or overseas in the past three years; and (iv) did not have any interests or short positions in the shares, underlying shares or debentures of the Company which were required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, he has confirmed that there are no other matters that need to be brought to the attention of the Shareholders in connection with his re-election and there is no other information that shall be disclosed pursuant to rule 13.51(2)(h) to (v) of the Listing Rules.



濱江服務

BINJIANG SERVICE

Binjiang Service Group Co. Ltd.

濱江服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3316)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “AGM”) of Binjiang Service Group Co. Ltd. (the “Company”) will be held at the Main Conference Room, 12th Floor, Block 1, New Town Times Square, Shangcheng District, Hangzhou, the PRC on Tuesday, June 9, 2026 at 3:00 p.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the board (the “Board”) of directors (the “Director(s)”) and the independent auditor (the “Auditor”) of the Company for the year ended December 31, 2025.
2. To declare a final dividend of HK\$0.978 per share for the year ended December 31, 2025.
3. To re-elect the following retiring Directors:
 - (a) Mr. MO Jianhua as a non-executive Director.
 - (b) Mr. DING Jiangang as an independent non-executive Director.
 - (c) Mr. LI Kunjun as an independent non-executive Director.
4. To authorise the Board to determine the Directors’ remuneration.
5. To re-appoint KPMG as the Auditor and to authorise the Board to fix their remuneration.

To consider and if thought fit, pass the following resolution (with or without amendments) as ordinary resolution of the Company:

6. **“THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back issued shares in the share capital of the Company on the Stock Exchange or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “SFC”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (ii) the total number of Shares of the Company which may be bought back by the Company pursuant to the approval in paragraph (i) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares of the Company in issue (excluding the Treasury Shares, if any) as at the date of passing of this resolution (such total number is subject to adjustment in the case of any consolidation or subdivision of the Shares after the date of passing of this resolution) and the said approval shall be limited accordingly; and
- (iii) for the purpose of this resolution:

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

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the 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; and

- (c) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders at a general meeting.”

By Order of the Board
Binjiang Service Group Co. Ltd.
YU Zhongxiang
Chairman

Hangzhou, the PRC, April 24, 2026

Notes:

- (1) All resolutions (except for procedural and administrative matters) at the AGM will be taken by poll pursuant to the Listing Rules and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
- (2) Any shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint another person as his proxy to attend and vote instead of him. A Shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.
- (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 thereof, must be lodged by post or by hand 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 AGM (i.e. not later than 3:00 p.m. on Sunday, June 7, 2026) or any adjournment thereof.
- (4) Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the AGM and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (5) The register of members of the Company will be closed from Thursday, June 4, 2026 to Tuesday, June 9, 2026 (both days inclusive), during which period no transfer of shares will be effected. In order to determine the identity of members who are entitled to attend and vote at the AGM to be held on Tuesday, June 9, 2026, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p. m. on Wednesday, June 3, 2026. Shareholders whose names appear on the register of members of the Company on Tuesday, June 9, 2026 are entitled to attend and vote at the AGM.
- (6) Subject to the approval of Shareholders at the AGM, the proposed final dividend will be payable to shareholders whose names appear on the register of members of the Company on Friday, July 10, 2026, being the record date for determination of entitlement to the final dividend. The register of members of the Company will be closed from Wednesday, July 8, 2026 to Friday, July 10, 2026, both days inclusive, during which period no transfer of shares of the Company will be effected. In order to qualify for the proposed final dividend, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p. m. on Tuesday, July 7, 2026.

As at the date of this notice, the Board comprises Mr. YU Zhongxiang, Mr. QI Jiaqi and Ms. ZHONG Ruoqin as executive Directors; Mr. MO Jianhua and Mr. CAI Xin as non-executive Directors; and Mr. DING Jiangang, Mr. LI Kunjun and Ms. CAI Haijing as independent non-executive Directors.