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 PAYMENT OF FINAL DIVIDEND;
(2) PROPOSED SCRIP DIVIDEND SCHEME;
(3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
(4) PROPOSED GENERAL MANDATES TO
BUY BACK AND ISSUE SHARES;
AND
(5) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting of Colour Life Services Group Co., Limited to be held at Meeting Rooms I&II, JW Marriott Shenzhen, 6005 Shennan Boulevard, Futian District, Shenzhen, the PRC on Friday, 28 May 2021 at 3:00 p.m. is set out on pages 20 to 24 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.

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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

Meeting Rooms I&II, JW Marriott Shenzhen, 6005 Shennan Boulevard, Futian District, Shenzhen, the PRC on Friday, 28 May 2021 at 3:00 p.m., or any adjournment thereof

"Articles of Association" the articles of association of the Company

"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 total number of issued Shares as at the date of passing of the relevant

resolution

"Companies Law" the Companies Law (2013 Revision) of the Cayman Islands

"Company" Colour Life Services Group Co., Limited, a 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

"Fantasia Group" Fantasia Holdings and its subsidiaries

"Fantasia Holdings" Fantasia Holdings Group Co., Limited, a company

incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange, the controlling shareholder of the

Company

"Group" the Company and its subsidiaries

"HK\$" Hong Kong dollar, the lawful currency of Hong Kong

DEFINITIONS

"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

"Latest Practicable Date"

19 April 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

"Listing Date"

30 June 2014, the date on which dealings in the Shares commenced on the Stock Exchange

"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)

"Proposed Scrip Dividend Scheme"

the scrip dividend scheme proposed by the Directors in relation to the 2020 final dividend of the Company which offer the Qualifying Shareholders an alternative to elect to receive such dividend wholly or partly by an allotment and issue of new Shares credited as fully paid in lieu of cash payment

"Qualifying Shareholders"

the Shareholders whose registered addresses are in Hong Kong as shown on the register of members of the Company on the Record Date, other than Shareholder(s) whose name(s) appear(s) on the register of members of the Company on the Record Date and whose registered address(es) on that date is/are outside Hong Kong (if any) to whom the Directors, based on legal advice provided by legal advisers and on account either of legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place, consider it necessary or expedient to exclude such Shareholder(s) from the Scrip Dividend Scheme

DEFINITIONS

"Record Date" 8 June 2021

"Scrip Shares" New shares to be allotted and issued by the Company

pursuant to the Proposed Scrip Dividend Scheme

"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 Premium Account" the share premium account of the Company

"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



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. PAN Jun

(Chairman and Acting Chief Executive Officer)

Mr. CHEN Xinyu Mr. ZHU Guogang

Non-executive Directors:

Mr. WU Qingbin

Mr. ZHENG Hongyan

Ms. SUN Dongni

Independent Non-executive Directors:

Mr. TAM Chun Hung, Anthony

Mr. XU Xinmin

Mr. ZHU Wuxiang

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:

Room 1202-03, New World Tower 1

16-18 Queen's Road Central

Hong Kong

22 April 2021

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED PAYMENT OF FINAL DIVIDEND;

- (2) PROPOSED SCRIP DIVIDEND SCHEME;
- (3) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
 - (4) PROPOSED GENERAL MANDATES TO BUY BACK AND ISSUE SHARES;

AND

(5) 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 payment of final dividend; (ii) the Proposed Scrip Dividend Scheme; (iii) the re-election of the Directors; and (iv) the granting to the Directors of the Buy-back Mandate and the Issue Mandate.

PROPOSED PAYMENT OF FINAL DIVIDEND

As mentioned in the annual results announcement of the Company dated 25 March 2021, the Board recommended the payment of a final dividend at the rate of RMB8.73 cents per Share, equivalent to HK10.38 cents per Share in respect of the year ended 31 December 2020 out of the Share Premium Account to the Shareholders whose names appear on the register of members of the Company on Tuesday, 8 June 2021. Subject to the approval of the Shareholders at the Annual General Meeting and compliance with the Companies Law, the final dividend will be payable entirely out of the Share Premium Account. The Qualifying Shareholders will be given an option to elect to receive the final dividend all in new shares or partly in new shares and partly in cash or all in cash.

The proposed final dividend shall be declared in RMB and distributed in Hong Kong dollars. The final dividend to be distributed in Hong Kong dollars will be converted from RMB at the average median parity rate of RMB1.00 to Hong Kong dollar 1.19 as announced by the People's Bank of China on 25 March 2021.

Under section 34(2) of the Companies Law, the share premium account may be applied by a company paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to payment of the final dividend out of the Share Premium Account, the Company shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the final dividend is proposed to be paid.

As at 31 December 2020, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the Share Premium Account was approximately RMB1,777,950,000. The Board proposed to use an amount of approximately RMB127,010,000 standing to the credit of the Share Premium Account for the payment of the final dividend. Following such payment there will be a remaining balance of approximately RMB1,650,940,000 standing to the credit of the Share Premium Account.

For the purpose of determining the entitlement to the proposed final dividend (subject to the approval of the Shareholders at the Annual General Meeting), the register of members of the Company will be closed from Thursday, 3 June 2021 to Tuesday, 8 June 2021, both days inclusive. In order to qualify for the entitlement to the proposed final dividend, 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 June 2021.

PROPOSED SCRIP DIVIDEND SCHEME

In resolving the payment of a final dividend for the year ended 31 December 2020, the Board also resolved to recommend the Proposed Scrip Dividend Scheme to the Qualifying Shareholders, subject to the approval of the Shareholders on the payment of final dividend at the Annual General Meeting and the grant by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Scrip Shares to be allotted and issued pursuant thereto.

In arriving at the decision to recommend the Proposed Scrip Dividend Scheme to the Qualifying Shareholders, the Directors consider that while the Company should declare a final dividend, the retention of cash, which would otherwise have been paid to the Shareholders as a cash dividend, within the Group would enhance the continuous growth, maintain the financial stability and reduce the financing costs of the Group. On the other hand, the Proposed Scrip Dividend Scheme will give those Qualifying Shareholders who wish to further invest in the Company the opportunity to increase their equity investment in the Company.

Qualifying Shareholders are entitled to elect to have the final dividend to be paid wholly or partly in Shares instead of in cash. Shareholders whose registered addresses are outside Hong Kong (if any) as shown in the register of members of the Company on the Record Date may not be permitted to participate in the Proposed Scrip Dividend Scheme if the Directors consider that the circulation of an offer of such election to such Shareholders would or might be unlawful or impracticable and accordingly no form of election will be sent to such Shareholders and they will receive the final dividend wholly in cash. The Company will make enquiry regarding the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange for considering whether to exclude such Shareholder from the Proposed Scrip Dividend Scheme and it may only exclude such Shareholder on the basis that, having made such enquiry, it would be necessary or expedient to do so.

For the purpose of calculating the number of Scrip Shares, the value of the Scrip Shares will be fixed by the Board at its discretion with reference to the average of the closing prices of the Shares on the Stock Exchange for the five consecutive trading days ending on (and including) the Record Date. The number of Scrip Shares to be issued will be rounded down to the nearest whole number of Scrip Shares and no Qualifying Shareholder is entitled to be allotted and issued any fraction of a Scrip Share under the Proposed Scrip Dividend Scheme. Fractional entitlements to Scrip Shares will be aggregated and sold for the benefit of the Company.

The Scrip Shares will rank pari passu in all respects with the Shares in issue on the date of allotment and issue of the Scrip Shares save that they will not be entitled to the final dividend for the year ended 31 December 2020.

On the condition that the payment of the above final dividend by way of the Proposed Scrip Dividend Scheme is approved by the Shareholders at the Annual General Meeting, a circular containing details of the Scrip Dividend Scheme, together with a form of election (to the Qualifying Shareholders only), will be despatched to the Shareholders.

Subject to the passing of the resolution concerned at the Annual General Meeting, an application will be made to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the Scrip Shares. No part of the Scrip Shares will be listed or dealt in on any other securities exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr. Tam Chun Hung, Anthony and Mr. Xu Xinmin shall retire from office by rotation and, being eligible, offer themselves for reelection at the Annual General Meeting. In addition, in accordance with Article 83 of the Articles of Association, Mr. Zhu Guogang, Mr. Wu Qingbin, Mr. Zheng Hongyan, Ms. Sun Dongni and Mr. Zhu Wuxiang shall hold office until the Annual General Meeting and be subject to re-election at the Annual General Meeting.

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

PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 29 May 2020, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. 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 as at the date of passing of the relevant resolution.

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 29 May 2020, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. 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 (i.e. a total of 290,973,459 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.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 20 to 24 of this circular.

Pursuant to the Listing Rules and the Articles of Association, 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.

RECOMMENDATION

The Directors consider that the proposed payment of final dividend out of the Share Premium Account, the Proposed Scrip Dividend Scheme, re-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
PAN Jun
Chairman

The following are details of the Directors who will retire and, being eligible, offer themselves for re-election at the Annual General Meeting.

1. MR. ZHU GUOGANG

Mr. Zhu Guogang, aged 43, has been the executive Director on 26 March 2021 and is a member of the nomination committee of the Company. Mr. Zhu is a vice president of Shenzhen Fantasia Real Estate Group Limited ("Fantasia Real Estate") (深圳市花樣年地產集團有限公司) and the president of the Chengdu regional. Mr. Zhu joined the Fantasia Group in 2011 and acted as the deputy general manager of Nanjing Fantasia Property Development Limited. He was a vice president of Fantasia Real Estate and general manager of Chengdu regional company between 2016 and 2019 and has been the president of the Chengdu regional of the Fantasia Group since 2019. Prior to joining the Fantasia Group, he has had the experience of working for Changzhou Bureau of Land and Resources Wujin Branch in 2000. He served various roles in Dahua Group Co., Ltd. between 2003 and 2009, including sales deputy manager. He has broad experience in real estate development industry. Mr. Zhu Guogang obtained a bachelor's degree in land planning and management from Huazhong Agricultural University in 2000 and a EMBA degree from Tsinghua University in 2020.

The Company has entered into a service contract with Mr. Zhu for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Zhu is entitled to receive a director's fee of RMB1.00 per annum. The amount of the director's fee is determined by reference to the prevailing market rate and his time, effort and expertise devoted to the Company's affairs. Both the Company and Mr. Zhu consider such remuneration to be reasonable.

As at the Latest Practicable Date, Mr. Zhu holds 21,000 Shares and holds 560,000 share options of Fantasia Holdings, entitling him to subscribe for 560,000 shares of Fantasia Holdings. Save as disclosed above and as at the Latest Practicable Date, Mr. Zhu 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. Zhu 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. Zhu that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of his proposed re-election as an executive Director.

2. MR. WU QINGBIN

Mr. Wu Qingbin, aged 47,has been the non-executive Director since 26 March 2021. Mr. Wu has been the chairman of the board of Zhongtai Trust Co., Ltd. since June 2012, the executive director of Fantasia China since February 2019 and chairman of the board of Dacheng Fund Management Co., Ltd. He served various roles in Beijing International Trust Co., Ltd., between October 2004 to June 2012, including general manager of the sales department, general manager of institutional business department etc. He was the assistant to general manager of 北京世紀飛虎信息技術有限公司 (Beijing Fayhoo Information Technology Limited*) and deputy general manager of Southwest Securities Co., Ltd. between 2000 to 2004. He obtained a double bachelor's degree in Law and Engineering from Tsinghua University in 1999.

The Company has entered into a service contract with Mr. Wu for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Wu is entitled to receive a director's fee of RMB1.00 per annum. The amount of the director's fee is determined by reference to the prevailing market rate and his time, effort and expertise devoted to the Company's affairs. Both the Company and Mr. Wu consider such remuneration to be reasonable.

Save as disclosed above and as at the Latest Practicable Date, Mr. Wu 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. Wu 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. Wu that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of his proposed re-election as a non-executive Director.

3. MR. ZHENG HONGYAN

Mr. Zheng Hongyan, aged 51, has been the non-executive Director since 26 March 2021. Mr. Zheng is the vice president of JD.com in charge of Jingxi business division. He joined JD.com in 2017 as a vice president in charge of New Markets business division. Prior to joining JD.com, Mr. Zheng acted as the CEO of Noberfun (China) Chemical Co., Ltd. from 2016 to 2017. He was the regional general manager of Wrigley Confectionery (China) Limited from 2013 to 2016, and served as the general manager of bottling plants for Pepsi Cola in Harbin and Jinan from 2000 to 2013. Mr. Zheng graduated from China's Northeastern University in Shenyang in 1993, majoring in computer application.

The Company has entered into a service contract with Mr. Zheng for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Zheng is entitled to receive a director's fee of RMB1.00 per annum. The amount of the director's fee is determined by reference to the prevailing market rate and his time, effort and expertise devoted to the Company's affairs. Both the Company and Mr. Zheng consider such remuneration to be reasonable.

Save as disclosed above and as at the Latest Practicable Date, Mr. Zheng 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. Zheng 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. Zheng that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of his proposed re-election as a non-executive Director.

4. MS. SUN DONGNI

Ms. Sun Dongni, aged 39, has been the non-executive Director since 26 March 2021. Ms. Sun is currently the deputy general manager of the strategic investment department of 360 Security Technology Inc. ("360 Security") and was the senior finance director of 360 Security. Ms. Sun is experienced in investment and corporate finance. Prior to joining 360 Security, Ms. Sun has worked in KPMG, one of the big four international accounting firm, British American Tobacco (China), a fortune global 500 company, and BOC Fullertone Community Bank, a joint venture of Bank of China and Temasek. Ms. Sun holds a MBA degree from Guanghua School of Management Peking University, a bachelor's degree from Aston University in the United Kingdom. She is a member of the Association of Chartered Certified Accountants (ACCA).

The Company has entered into a service contract with Ms. Sun for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Ms. Sun is entitled to receive a director's fee of RMB1.00 per annum. The amount of the director's fee is determined by reference to the prevailing market rate and her time, effort and expertise devoted to the Company's affairs. Both the Company and Ms. Sun consider such remuneration to be reasonable.

Save as disclosed above and as at the Latest Practicable Date, Ms. Sun 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. Sun 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. Sun that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of her proposed re-election as a non-executive Director.

5. MR. TAM CHUN HUNG, ANTHONY

Mr. Tam Chun Hung, Anthony, aged 70, has been the independent non-executive Director of the Company since 11 June 2014. He is also the chairman of the audit committee and remuneration committee; and a member of the nomination committee of the Company. Mr. Tam has extensive experience in finance and advisory services in Hong Kong and the PRC. Since 2013, Mr. Tam has been a tax partner of Mazars, a firm primarily engaged in accounting and management consulting. Prior to that, he was a partner of Deloitte Touche Tohmatsu, a firm primarily engaged in accounting and management consultancy, from 1989 to 2013. He is the Deputy Chairman of the Tax Faculty of the Hong Kong Institute of Certified Public Accountants and one of the two program directors of the Advanced Taxation Program of the HKICPA. Mr. Tam is the assistant director and district treasury of Rotary International District 3450. Mr. Tam obtained a Bachelor's degree in engineering and management from McMaster University in May 1976 and a Master's degree in business administration from the University of Toronto in November 1983. Mr. Tam is a fellow member of the HKICPA, a member of the Institute of Chartered Accountants of Ontario and a certified tax advisor of the Taxation Institute of Hong Kong. Currently, Mr. Tam is also an independent non-executive director of Sundart Holdings Limited, the shares of which are listed on the Stock Exchange.

The Company has entered into a service contract with Mr. Tam for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Tam is entitled to receive a director's fee of RMB240,000 per annum. The amount of the director's fee is determined by reference to the prevailing market rate and his time, effort and expertise devoted to the Company's affairs. Both the Company and Mr. Tam consider such remuneration to be reasonable.

As at the Latest Practicable Date, Mr. Tam holds 710,000 share options under the Share Option Scheme entitling him to subscribe for 710,000 Shares. Save as disclosed above and as at the Latest Practicable Date, Mr. Tam 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. Tam 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. Tam that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of his proposed re-election as an independent non-executive Director.

6. MR. XU XINMIN

Mr. XU Xinmin, aged 69, has been the independent non-executive Director since 29 September 2014 and is a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Xu has the title of real estate economist with over 20 years of experience in the real estate industry. Mr. Xu has participated in the setting up of the China Property Management Institute (中國物業管理協會) and all of its subsequent national member congresses since 2000. Since March 2001, he has served as the general officer of the integration division of the China Property Management Institute. Since June 2003, Mr. Xu has been the deputy secretary general of the China Property Management Institute and is primarily responsible for the organisation and implementation of the national property management model evaluation and acceptance. From 2004 to 2009, Mr. Xu was a senior adviser of the Property Management Branch of the Higher Education Academy of China (中國高等教育學會). From June 1991 to February 2001, Mr. Xu was the director of each of the Housing Management Bureau (房管處) and the Property Management Bureau (物業管理處)of Changzhou, Jiangsu Province where he was primarily responsible for the setting up of the Changzhou Property Management Institute (常州 市物業管理協會). Mr. Xu obtained a Bachelor's Degree in Business Administration from China Forestry University (中國林業大學) in 2005.

The Company has entered into a service contract with Mr. Xu for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Xu is entitled to receive a director's fee of RMB240,000 per annum. The amount of the director's fee is determined by reference to the prevailing market rate and his time, effort and expertise devoted to the Company's affairs. Both the Company and Mr. Xu consider such remuneration to be reasonable.

As at the Latest Practicable Date, Mr. Xu holds 710,000 share options under the Share Option Scheme entitling him to subscribe for 710,000 Shares. Save as disclosed above and as at the Latest Practicable Date, Mr. Xu 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. Xu 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. Xu that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of his proposed re-election as an independent non-executive Director.

7. MR. ZHU WUXIANG

Mr. Zhu Wuxiang, aged 55, has been the independent non-executive Director since 26 March 2021 and is a member of the audit committee, remuneration committee and nomination committee of the Company. Mr. Zhu is a Professor of the Department of Finance, of Tsinghua University School of Economics and Management, a PhD tutor and the Director of Business Model Innovation Research Center of School of Economics and Management of Tsinghua University. Mr. Zhu has successively served as a teaching assistant, lecturer, associate professor and professor of Tsinghua University School of Economics and Management since January 1990. Mr. Zhu currently serves as an independent director of the China Fortune Land Development Co., Ltd. (a company listed on Shanghai Stock Exchange), an independent non-executive director of Beijing Properties (Holdings) Limited and China Cinda Asset Management Co., Ltd., both of which are listed on the Stock Exchange; an independent director of Visual China Group Co., Ltd. (a company listed on Shenzhen Stock Exchange); a supervisor of the Unisplendour Co., Ltd. (a company listed on Shenzhen Stock Exchange); and an external supervisor of the Everbright Securities Company Limited (a company listed on the Stock Exchange). Mr. Zhu was an independent director of Montnets Cloud Technology Group Co., Ltd (formerly known as Rongxin Power Electronic Co., Ltd.) (a company listed on Shenzhen Stock Exchange), an independent director of the Offshore Oil Engineering Co., Ltd. and an independent director of Dongxing Securities Co., Ltd., both of which are listed on Shanghai Stock Exchange; and an independent non-executive Director of the ZTE Corporation, which is listed on the Stock Exchange. Mr. Zhu graduated from the Tsinghua University in 1987, 1989 and 2002 with a bachelor's degree in Engineering, a master's degree in Engineering and a doctor's degree in Economics, respectively.

The Company has entered into a service contract with Mr. Zhu for a term of three years, subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Zhu is entitled to receive a director's fee of RMB240,000 per annum. The amount of the director's fee is determined by reference to the prevailing market rate and his time, effort and expertise devoted to the Company's affairs. Both the Company and Mr. Zhu consider such remuneration to be reasonable.

Save as disclosed above and as at the Latest Practicable Date, Mr. Zhu 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. Zhu does not presently and did not in the past three years hold any directorship in any listed public company. Notwithstanding that Mr. Zhu is currently a director of a number of companies listed in Hong Kong and elsewhere, the Board is of the view that Mr. Zhu could devote sufficient time to the affairs of the Company and properly discharge his duties, as his directorships in such listed companies are all nonexecutive in nature and does not involve day-to-day management of such companies.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Zhu that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of his proposed re-election as an independent non-executive Director.

EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

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 1,454,867,299 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 1,454,867,299 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 145,486,729 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 2020) 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:

	Price Po	Price Per Share	
Month	Highest	Lowest	
	HK\$	HK\$	
2020			
April	3.69	3.09	
May	4.02	3.47	
June	4.05	3.50	
July	4.03	3.46	
August	4.45	3.89	
September	3.97	3.52	
October	3.84	3.61	
November	3.91	3.74	
December	3.72	3.38	
2021			
January	3.74	3.38	
February	3.86	3.43	
March	3.77	3.40	
April (up to and including the Latest Practicable Date)	3.48	3.37	

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.

EXPLANATORY STATEMENT ON THE BUY-BACK MANDATE

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 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 982,640,851 Shares representing approximately 67.54% 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 75.05% 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.



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 Meeting Rooms I&II, JW Marriott Shenzhen, 6005 Shennan Boulevard, Futian District, Shenzhen, the PRC on Friday, 28 May 2021 at 3:00 p.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 2020;
- To consider and approve the declaration and payment of a final dividend of HK10.38
 cents per share of the Company for the year ended 31 December 2020 entirely out of
 the share premium account of the Company;
- 3. To adopt the scrip dividend scheme which enable qualifying shareholders to have an option to elect to receive the final dividend for the year ended 31 December 2020 wholly or partly by way of shares credited as fully paid in lieu of cash;
- 4. To re-elect Mr. Zhu Guogang as an executive director of the Company;
- 5. To re-elect Mr. Wu Qingbin as a non-executive director of the Company;
- 6. To re-elect Mr. Zheng Hongyan as a non-executive director of the Company;
- 7. To re-elect Ms. Sun Dongni as a non-executive director of the Company;
- 8. To re-elect Mr. Tam Chun Hung, Anthony as an independent non-executive director of the Company;
- 9. To re-elect Mr. Xu Xinmin as an independent non-executive director of the Company;

- 10. To re-elect Mr. Zhu Wuxiang as an independent non-executive director of the Company;
- 11. To authorise the board of directors to fix the directors' remuneration;
- 12. To re-appoint Deloitte Touche Tohmatsu 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;

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

ORDINARY RESOLUTIONS

13. "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."

14. "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
- (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."
- 15. "THAT conditional upon the passing of resolutions nos.13 and 14 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution no.14 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.13, 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

PAN Jun

Chairman

Hong Kong, 22 April 2021

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.
- 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 Monday, 24 May 2021 to Friday, 28 May 2021, 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 Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 21 May 2021.
- 5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Thursday, 3 June 2021 to Tuesday, 8 June 2021, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to the proposed final dividend, 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 Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 2 June 2021.