



# KWG LIVING GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability) Stock code : 3913



Joint Sponsors



Joint Global Coordinators



Morgan Stanley

Joint Bookrunners | Joint Lead Managers



Morgan Stanley



# IMPORTANT

**IMPORTANT: If you are in any doubt about any of the contents of this prospectus, you should seek independent professional advice.**



## KWG Living Group Holdings Limited 合景悠活集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

### GLOBAL OFFERING

Number of Offer Shares under the Global Offering	: 383,384,000 Shares (subject to the Over-allotment Option)
Number of Hong Kong Offer Shares	: 38,340,000 Shares (subject to reallocation)
Number of International Offer Shares	: 345,044,000 Shares (including 70,623,355 Reserved Shares under the Preferential Offering) (subject to reallocation and the Over-allotment Option)
Maximum Offer Price	: HK\$8.13 per Hong Kong Offer Share, plus brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal value	: HK\$0.01 per Share
Stock code	: 3913

#### Joint Sponsors



#### Joint Global Coordinators



#### Joint Bookrunners and Joint Lead Managers



Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this prospectus, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this prospectus.

A copy of this prospectus, having attached thereto the documents specified in "Documents Delivered to the Registrar of Companies and Available for Inspection" in Appendix V to this prospectus, has been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong). The Securities and Futures Commission and the Registrar of Companies in Hong Kong take no responsibility for the contents of this prospectus or any of the other documents referred to above.

The Offer Price is expected to be fixed by agreement between the Joint Representatives (on behalf of the Hong Kong Underwriters) and our Company on the Price Determination Date. The Price Determination Date is expected to be on or around Thursday, October 22, 2020 and, in any event, no later than Wednesday, October 28, 2020. The Offer Price will be no more than HK\$8.13 per Offer Share and is currently expected to be no less than HK\$7.00 per Offer Share unless otherwise announced. Investors applying for Offer Shares must pay, on application, the maximum Offer Price of HK\$8.13 per Share, unless otherwise announced, together with brokerage fee of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%, subject to refund if the Offer Price is less than HK\$8.13 per Offer Share.

The Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters) may, with the consent of our Company, reduce the number of Offer Shares being offered under the Global Offering and/or the indicative Offer Price range below that stated in this prospectus at any time on or prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, an announcement will be published on the Stock Exchange's website at [www.hkexnews.hk](http://www.hkexnews.hk) and on our Company's website at [www.kwgliving.com](http://www.kwgliving.com) no later than the morning of the day which is the last day for lodging applications under the Hong Kong Public Offering. Further details are set out in "Structure of the Global Offering" and "How to Apply for Hong Kong Offer Shares and Reserved Shares". If, for any reason, the Offer Price is not agreed between the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters) and our Company on or before Wednesday, October 28, 2020, the Global Offering will not proceed and will lapse. For more information, see "Underwriting — Underwriting Agreement and Expenses — Hong Kong Public Offering — Grounds for Termination."

The Offer Shares have not been and will not be registered under the U.S. Securities Act or any state securities law in the United States and may not be offered, sold, pledged or transferred within the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act. The Offer Shares may be offered, sold or delivered outside of the United States in accordance with Regulation S under the U.S. Securities Act.

October 19, 2020

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## EXPECTED TIMETABLE<sup>(1)</sup>

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Despatch of <b>BLUE</b> Application Form to Qualifying KWG Shareholders on or before	Monday, October 19, 2020
Latest time for completing electronic applications under (i) <b>White Form eIPO</b> service and (ii) <b>Blue Form eIPO</b> service through the designated website <a href="http://www.eipo.com.hk">www.eipo.com.hk</a> <sup>(2)</sup>	11:30 a.m. on Thursday, October 22, 2020
Application lists open <sup>(3)</sup>	11:45 a.m. on Thursday, October 22, 2020
Latest time for lodging <b>WHITE</b> , <b>YELLOW</b> and <b>BLUE</b> Application Forms	12:00 noon on Thursday, October 22, 2020
Latest time for completing payment of (i) <b>White Form eIPO</b> and (ii) <b>Blue Form eIPO</b> applications by effecting internet banking transfer(s) or PPS payment transfer(s)	12:00 noon on Thursday, October 22, 2020
Latest time for giving <b>electronic application instructions</b> to HKSCC <sup>(4)</sup>	12:00 noon on Thursday, October 22, 2020
Application lists close <sup>(3)</sup>	12:00 noon on Thursday, October 22, 2020
Expected Price Determination Date <sup>(5)</sup>	Thursday, October 22, 2020
(1) Announcement of the final Offer Price, the results of applications in the Hong Kong Public Offering and the Preferential Offering, the level of indication of interest in the International Offering and the basis of allocation of the Hong Kong Offer Shares and the Reserved Shares under the Hong Kong Public Offering and the Preferential Offering to be published (i) on the website of the Stock Exchange at <a href="http://www.hkexnews.hk">www.hkexnews.hk</a> ; and (ii) on the website of our Company at <a href="http://www.kwgliving.com">www.kwgliving.com</a> <sup>(6)</sup> on or before.	Thursday, October 29, 2020
(2) Results of allocations in the Hong Kong Public Offering and the Preferential Offering (with successful applicants' identification document numbers or Hong Kong business registration numbers) to be available through a variety of channels as described in the section headed "How to Apply for Hong Kong Offer Shares and Reserved Shares — G. Publication of Results" in this prospectus from	Thursday, October 29, 2020

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## EXPECTED TIMETABLE<sup>(1)</sup>

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- (3) A full announcement of the Hong Kong Public Offering and the Preferential Offering containing (1) and (2) above to be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and our Company's website at [www.kwgliving.com](http://www.kwgliving.com)<sup>(6)</sup> from . . . . . Thursday, October 29, 2020

Results of allocations in the Hong Kong Public Offering and the Preferential Offering will be available at [www.iporeresults.com.hk](http://www.iporeresults.com.hk) (alternatively: English <https://www.eipo.com.hk/en/Allotment>; Chinese <https://www.eipo.com.hk/zh-hk/Allotment>) with a “search by ID” function from . . . . . Thursday, October 29, 2020

Despatch/collection of Share certificates of the Offer Shares or deposit of Share certificates of the Offer Shares into CCASS in respect of wholly or partially successful applications under the Hong Kong Public Offering and the Preferential Offering on or before<sup>(7)(9)</sup> . . . . . Thursday, October 29, 2020

Despatch/collection of **White Form** e-Refund payment instructions/refund cheques and **Blue Form** e-Refund payment instructions/refund cheques in respect of wholly successful (if applicable) and wholly and partially unsuccessful applications under the Hong Kong Public Offering and the Preferential Offering on or before<sup>(8)(9)</sup> . . . . . Thursday, October 29, 2020

Dealings in the Shares on the Stock Exchange expected to commence at 9:00 a.m. on . . . . . Friday, October 30, 2020

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*Notes:*

- (1) All dates and times refer to Hong Kong local time, except as otherwise stated.
- (2) You will not be permitted to submit your application to the **White Form eIPO** Service Provider or **Blue Form eIPO** Service Provider through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk) after 11:30 a.m. on the last day for submitting applications. If you have already submitted your application and obtained an application reference number from the designated website at or before 11:30 a.m., you will be permitted to continue the application process (by completing payment of application monies) until 12:00 noon on the last day for submitting applications, when the application lists close.
- (3) If there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning and/or Extreme Conditions in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, October 22, 2020, the application lists will not open or close on that day. See “How to Apply for Hong Kong Offer Shares and Reserved Shares — F. Effect of Bad Weather on the Opening of the Application Lists” in this prospectus. If the application lists do not open and close on Thursday, October 22, 2020, the dates mentioned in this section may be affected. A press announcement will be made by us in such event.
- (4) Applicants who apply for Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC via CCASS should refer to the section headed “How to Apply for Hong Kong Offer Shares and Reserved Shares — A. Applications for Hong Kong Offer Shares” in this prospectus.

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## EXPECTED TIMETABLE<sup>(1)</sup>

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- (5) The Price Determination Date is expected to be on or around Thursday, October 22, 2020 and, in any event, not later than Wednesday, October 28, 2020. If, for any reason, the Offer Price is not agreed between the Joint Representatives (for themselves and on behalf of the Underwriters) and us by Wednesday, October 28, 2020, the Global Offering will not proceed and will lapse.
- (6) None of the website or any of the information contained on the website forms part of this prospectus.
- (7) Share certificates will only become valid certificates of title at 8:00 a.m. on the Listing Date provided that (i) the Global Offering has become unconditional in all respects and (ii) none of the Underwriting Agreements has been terminated in accordance with its terms. Investors who trade Shares on the basis of publicly available allocation details prior to the receipt of Share certificates or the Share certificates becoming valid certificates of title do so at their own risk.
- (8) e-Refund payment instructions/refund cheques will be issued in respect of wholly or partially unsuccessful applications pursuant to the Hong Kong Public Offering and the Preferential Offering and also in respect of wholly or partially successful applications in the event that the final Offer Price is less than the price payable per Offer Share on application. Part of the applicant's Hong Kong identity card number or passport number, or, if the application is made by joint applicants, part of the Hong Kong identity card number or passport number of the first-named applicant, provided by the applicant(s) may be printed on the refund cheque, if any. Such data would also be transferred to a third party for refund purposes. Banks may require verification of an applicant's Hong Kong identity card number or passport number before encashment of the refund cheque. Inaccurate completion of an applicant's Hong Kong identity card number or passport number may invalidate or delay encashment of the refund cheque.
- (9) Applicants who have applied on (i) **WHITE** Application Form or **White Form eIPO** for 1,000,000 or more Hong Kong Offer Shares under the Hong Kong Public Offering; or (ii) **BLUE** Application Form or **Blue Form eIPO** for 1,000,000 or more Reserved Shares under Preferential Offering and have provided all information required by the Application Form may collect any refund cheques and/or Share certificates in person from our Company's Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong from 9:00 a.m. to 1:00 p.m. on Thursday, October 29, 2020. Applicants being individuals who are eligible for personal collection may not authorize any other person to collect on their behalf. Applicants being corporations which are eligible for personal collection must attend by their authorized representatives bearing letters of authorization from their corporations stamped with the corporation's chop. Both individuals and authorized representatives of corporations must produce identification and (where applicable) authorization documents acceptable to our Hong Kong Share Registrar at the time of collection.

Applicants who have applied on **YELLOW** Application Forms for 1,000,000 or more Hong Kong Offer Shares under the Hong Kong Public Offering and have provided all required information may collect their refund cheques, if any, in person but may not elect to collect their Share certificates as such Share certificates will be deposited into CCASS for the credit of their designated CCASS Participants' stock accounts or CCASS Investor Participant stock accounts, as appropriate. The procedures for collection of refund cheques for **YELLOW** Application Form applicants are the same as those for **WHITE** Application Form applicants.

Applicants who have applied for Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC should see "How to Apply for Hong Kong Offer Shares and Reserved Shares" in this prospectus for details. Uncollected Share certificates and/or refund cheques will be despatched by ordinary post, at the applicants' own risk to the addresses specified in the relevant applications. See "How to Apply for the Hong Kong Offer Shares and Reserved Shares — A. Applications for Hong Kong Offer Shares — 6. Applying by Giving Electronic Application Instructions to HKSCC via CCASS" in this prospectus for details.

Applicants who have applied for less than 1,000,000 Hong Kong Offer Shares or Reserved Shares and any uncollected Share certificates and/or refund checks will be despatched by ordinary post at the applicant's risk, to the address specified in the relevant applications.

See "How to Apply for Hong Kong Offer Shares and Reserved Shares — I. Refund of Application Monies" and "How to Apply for Hong Kong Offer Shares and Reserved Shares — J. Despatch/Collection of Share Certificates and Refund Monies" in this prospectus.

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## EXPECTED TIMETABLE<sup>(1)</sup>

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The above expected timetable is a summary only. You should see “Structure of the Global Offering” and “How to Apply for Hong Kong Offer Shares and Reserved Shares” for details of the structure of the Global Offering, including the conditions of the Global Offering, and the procedures for application for the Hong Kong Offer Shares and Reserved Shares.

The **BLUE** Application Forms have been despatched to all Qualifying KWG Shareholders.

Qualifying KWG Shareholders may also obtain a printed copy of this prospectus, free of charge, during normal business hours from any of the designated branches of the receiving banks and the designated offices of each of the Hong Kong Underwriters as set out in “How to Apply for the Hong Kong Offer Shares and Reserved Shares” in this prospectus. Distribution of this prospectus and/or the **BLUE** Application Forms into any jurisdiction other than Hong Kong may be restricted by law. Persons in possession of this prospectus and/or the **BLUE** Application Forms (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of, and observe, any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

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*This prospectus is issued by KWG Living Group Holdings Limited solely in connection with the Hong Kong Public Offering and does not constitute an offer to sell or a solicitation of an offer to buy any securities other than the Hong Kong Offer Shares and the Reserved Shares offered by this prospectus pursuant to the Hong Kong Public Offering and the Preferential Offering. This prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any other jurisdiction or in any other circumstances. No action has been taken to permit a public offering of the Offer Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong (save for the Preferential Offering made to the Qualifying KWG Shareholders). The distribution of this prospectus and the offering of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.*

*You should rely only on the information contained in this prospectus and the Application Forms to make your investment decision. Our Company has not authorized anyone to provide you with information that is different from what is contained in this prospectus. Any information or representation not made in this prospectus must not be relied on as having been authorized by our Company, the Joint Sponsors, the Joint Representatives, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, any of their respective directors, officers, representatives, employees, agents or professional advisors or any other person or party involved in the Global Offering.*

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## SUMMARY

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*This summary aims to give you an overview of the information contained in this prospectus. Since it is a summary, it does not contain all the information that may be important to you. You should read this prospectus in its entirety before you decide to invest in the Offer Shares.*

*There are risks associated with any investment. Some of the particular risks in investing in the Offer Shares are set out in "Risk Factors." You should read that section carefully before you decide to invest in the Offer Shares.*

### OVERVIEW

We are a comprehensive property management service provider in China. In 2019, among the property management companies with commercial operational services, we were ranked seventh in China and fifth in the Greater Bay Area in terms of total GFA under management, according to JLL. In addition, according to JLL, we were ranked sixth among the property management companies with commercial operational services in the PRC in terms of total revenue in 2019. In the same year, our Group accounted for approximately 0.09% of the total GFA under management in the overall PRC property management market. CIA has ranked us No. 17 among the 2020 Top 100 Property Management Companies in China (2020中國物業服務百強企業) in terms of the overall strength, based on data from the previous year on key factors such as scale of operations, financial performance, service quality, growth potential and social responsibility. In addition, our aggregate GFA under management for residential properties amounted to 18.3 million sq.m. as of December 31, 2019, representing market share of 0.12% and 0.85% in the residential property management market in China and the Greater Bay Area, respectively.

We provide comprehensive property management services for both residential properties and commercial properties. In 2019, the revenue we generated from our residential property management service segment and commercial property management and operational service segment amounted to RMB759.2 million and RMB365.6 million, respectively. We believe that our comprehensive property management services enable us to diversify our revenue sources and reduce our exposure to fluctuations in any single segment. Our residential property management service segment comprises (i) pre-sale management services; (ii) property management services; and (iii) community value-added services, including (a) property agency services to property developers and property owners; (b) home-living services to property owners and residents; and (c) common area value-added services. Our commercial property management and operational service segment comprises (i) pre-sale management services; (ii) commercial property management services; (iii) commercial operational services; and (iv) other value-added services, primarily including common area value-added services.

As of April 30, 2020, we managed 109 residential properties with an aggregate GFA under management of 18.9 million sq.m. These residential properties were located in 38 cities or autonomous county in China. As of the same date, we had been contracted to manage 161 residential properties with an aggregate contracted GFA of 29.7 million sq.m. Among these 161 residential properties, 91 were solely developed by KWG Group and 45 were jointly developed by KWG Group and other property developers while 25 were developed by third-party property developers.

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## SUMMARY

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As of April 30, 2020, we managed 30 commercial properties with an aggregate GFA under management of 3.3 million sq.m. These properties were located in nine cities or autonomous county in China. As of the same date, we had been contracted to manage 34 commercial properties with an aggregate contracted GFA of 4.8 million sq.m. Among these 34 commercial properties, 16 were solely developed by KWG Group and nine were jointly developed by KWG Group and other property developers while nine were developed by third-party property developers.

Historically, the growth of our business significantly benefited from the support of KWG Group, which is a large-scale property developer with a leading position in the Greater Bay Area. The Listing of our Company will constitute a spin-off from KWG Holdings. As of December 31, 2019, KWG Group had 156 projects in 39 cities across mainland China and Hong Kong with a land bank of approximately 17.0 million sq.m., which we believe will bring us significant growth opportunities. In 2019, 89.0% and 95.9% of the revenue generated from property management services was derived from the residential and commercial properties developed by KWG Group and its joint ventures, associates or other related parties, respectively. For the four months ended April 30, 2020, 87.5% and 94.4% of the revenue generated from property management services was derived from the residential and commercial properties developed by KWG Group and its joint ventures, associates or other related parties, respectively. In addition, we have expanded our property management services to cover properties developed by third parties. Revenue contribution for property management services provided to residential properties developed by third-party property developers increased from nil in 2017 to 11.0% in 2019, and revenue contribution for property management services provided to commercial properties developed by third-party property developers increased from nil in 2017 to 4.1% in 2019. Revenue contribution for property management services provided to residential properties developed by third-party property developers increased from 12.1% for the four months ended April 30, 2019 to 12.5% for the four months ended April 30, 2020, and revenue contribution for property management services provided to commercial properties developed by third-party property developers increased from 3.9% to 5.6% for the same period. We expect to further increase revenue contribution from properties developed by third-party property developers.

We achieved strong financial performance during the Track Record Period. Our revenue increased at a CAGR of 55.8% from RMB463.4 million in 2017 to RMB659.1 million in 2018, and further to RMB1,124.9 million in 2019. Our net profit increased at a CAGR of 104.8% from RMB44.1 million in 2017 to RMB79.7 million in 2018, and further to RMB185.0 million in 2019. Our revenue increased by 40.0% from RMB305.5 million for the four months ended April 30, 2019 to RMB427.6 million for the four months ended April 30, 2020. Our net profit increased by 97.4% from RMB38.8 million for the four months ended April 30, 2019 to RMB76.6 million for the four months ended April 30, 2020.

## SUMMARY

### OUR BUSINESS MODEL

During the Track Record Period, we generated revenue from the following business segments:

- **Residential Property Management Services:** We provide (i) pre-sale management services such as cleaning, security and maintenance services for pre-sale display units and sales offices to property developers during their pre-sale activities; (ii) property management services such as cleaning, security, gardening and repair and maintenance services to (a) property developers for undelivered portion of the properties; and (b) property owners, property owners' associations or residents for properties sold and delivered; and (iii) community value-added services such as (a) property agency services to property developers and property owners; (b) home-living services to property owners and residents; and (c) common area value-added services.
  
- **Commercial Property Management and Operational Services:** We provide (i) pre-sale management services such as cleaning, security and maintenance services for pre-sale display units and sales offices to property developers during their pre-sale activities; (ii) commercial property management services such as file management, cleaning, security, gardening and repair and maintenance services to property owners or tenants; (iii) commercial operational services such as preliminary planning and consultancy services, tenant sourcing services, tenant management services and marketing and promotion services to property owners and property developers; and (iv) other value-added services primarily including common area value-added services. We manage and operate a diversified portfolio of commercial properties including office buildings and shopping malls, and to a lesser extent, industrial parks.

The table below sets forth a breakdown of our total revenue by business segment for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
<i>(in thousands, except for percentages)</i>										
Residential property management services	345,169	74.5	428,107	64.9	759,234	67.5	193,830	63.4	293,110	68.5
Commercial property management and operational services	<u>118,212</u>	<u>25.5</u>	<u>231,029</u>	<u>35.1</u>	<u>365,644</u>	<u>32.5</u>	<u>111,687</u>	<u>36.6</u>	<u>134,524</u>	<u>31.5</u>
<b>Total</b>	<u><u>463,381</u></u>	<u><u>100.0</u></u>	<u><u>659,136</u></u>	<u><u>100.0</u></u>	<u><u>1,124,878</u></u>	<u><u>100.0</u></u>	<u><u>305,517</u></u>	<u><u>100.0</u></u>	<u><u>427,634</u></u>	<u><u>100.0</u></u>

## SUMMARY

The table below sets forth a breakdown of the number of properties (including both residential and commercial properties) under our management and aggregate GFA under management as of the dates indicated, and gross profit margin and revenue generated from property management services under both business segments for the periods indicated, by type of property developer:

	As of or for the year ended December 31,																										
	2017		2018		2019																						
	Number	GFA sq.m.	Revenue RMB	Gross profit margin %	Number	GFA sq.m.	Revenue RMB	Gross profit margin %																			
KWG Group and its joint ventures, associates or other related parties	75	12,212	100.0	320,512	100.0	19.4	84	13,804	100.0	437,764	100.0	26.1	106	16,869	78.0	589,074	91.8	36.3									
Third-party property developers	—	—	—	—	—	—	—	—	—	—	—	—	30	4,745	22.0	52,739	8.2	19.5									
<b>Total/Overall</b>	<b>75</b>	<b>12,212</b>	<b>100.0</b>	<b>320,512</b>	<b>100.0</b>	<b>19.4</b>	<b>84</b>	<b>13,804</b>	<b>100.0</b>	<b>437,764</b>	<b>100.0</b>	<b>26.1</b>	<b>136</b>	<b>21,614</b>	<b>100.0</b>	<b>641,813</b>	<b>100.0</b>	<b>35.0</b>									
	<b>As of or for the four months ended April 30,</b>																										
										<b>2019</b>																	
	Number	GFA sq.m.	Revenue RMB	Gross profit margin %	Number	GFA sq.m.	Revenue RMB	Gross profit margin %	Number	GFA sq.m.	Revenue RMB	Gross profit margin %	Number	GFA sq.m.	Revenue RMB	Gross profit margin %	Number	GFA sq.m.	Revenue RMB	Gross profit margin %							
KWG Group and its joint ventures, associates or other related parties	87	14,190	75.6	179,395	91.3	34.4	108	17,377	78.5	209,019	90.2	38.4	28	4,592	24.4	17,066	8.7	19.5	31	4,771	21.5	22,782	9.8	21.9			
Third-party property developers	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—			
<b>Total/Overall</b>	<b>115</b>	<b>18,782</b>	<b>100.0</b>	<b>196,461</b>	<b>100.0</b>	<b>33.1</b>	<b>139</b>	<b>22,148</b>	<b>100.0</b>	<b>231,801</b>	<b>100.0</b>	<b>36.7</b>	<b>115</b>	<b>18,782</b>	<b>100.0</b>	<b>196,461</b>	<b>100.0</b>	<b>33.1</b>	<b>139</b>	<b>22,148</b>	<b>100.0</b>	<b>231,801</b>	<b>100.0</b>	<b>36.7</b>			

*(in thousands, except for numbers and percentages)*

## SUMMARY

The table below sets forth a breakdown of our total revenue by business segment and type of ultimate paying customer for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
<i>(in thousands, except for percentages)</i>										
<b>Residential property</b>										
<b>management services</b>	<b>345,169</b>	<b>74.5</b>	<b>428,107</b>	<b>64.9</b>	<b>759,234</b>	<b>67.5</b>	<b>193,830</b>	<b>63.4</b>	<b>293,110</b>	<b>68.5</b>
KWG Group and its joint ventures, associates or other related parties	98,748	21.3	157,435	23.9	341,424	30.4	72,180	23.6	144,643	33.8
Independent Third Parties	246,421	53.2	270,672	41.0	417,810	37.1	121,650	39.8	148,467	34.7
<b>Commercial property</b>										
<b>management and   operational services</b>	<b>118,212</b>	<b>25.5</b>	<b>231,029</b>	<b>35.1</b>	<b>365,644</b>	<b>32.5</b>	<b>111,687</b>	<b>36.6</b>	<b>134,524</b>	<b>31.5</b>
KWG Group and its joint ventures, associates or other related parties	47,697	10.3	116,510	17.7	186,735	16.6	57,327	18.8	69,569	16.3
Independent Third Parties	70,515	15.2	114,519	17.4	178,909	15.9	54,360	17.8	64,955	15.2
<b>Total</b>	<b>463,381</b>	<b>100.0</b>	<b>659,136</b>	<b>100.0</b>	<b>1,124,878</b>	<b>100.0</b>	<b>305,517</b>	<b>100.0</b>	<b>427,634</b>	<b>100.0</b>

During the Track Record Period, we provided services to and generated revenue from (i) KWG Group and its joint ventures, associates or other related parties; and (ii) Independent Third Parties. Our Independent Third Party customers mainly include property owners, property owners' associations and property developers.

In addition, in 2017, 2018, 2019 and the four months ended April 30, 2020, the revenue generated from KWG Group and its joint ventures, associates and other related parties as the ultimate paying customers accounted for 31.6%, 41.6%, 47.0% and 50.1% of our total revenue, respectively.

The rapid increase in the amount of revenue generated from services provided to KWG Group and its joint ventures, associates or other related parties was mainly attributable to the facts that (i) we provided commercial operational services to KWG Group and its joint ventures, associates or other related parties with respect to four newly opened shopping malls in 2018; (ii) our revenue generated from pre-sale management services provided to KWG Group and its joint ventures, associates or other related parties increased as the number of properties delivered by them increased over the years; and (iii) in 2019, we diversified our community value-added services to include property agency services provided to property developers, which consist of KWG Group and its joint ventures, associates or other related parties as ultimate paying customers for their newly developed properties.

## SUMMARY

### OUR COMPETITIVE STRENGTHS

We believe the following competitive strengths have contributed and will continue to contribute to our success: (i) a comprehensive property management service provider in China with a focus on the Greater Bay Area and a rapid growth track record; (ii) well-recognized reputation and premium brought by our quality services; (iii) diversified services catering to different demands of our customers; (iv) steady expansion of commercial property management and operational service business; (v) support from KWG Group bringing us significant growth opportunities; (vi) advanced technologies to enhance our operational efficiency and customer experience; and (vii) experienced management team and capable workforce.

### OUR BUSINESS STRATEGIES

We intend to strengthen our position in the residential property management services and commercial property management and operational services by implementing the following strategies: (i) further penetrate and solidify our leading position in the Greater Bay Area, and continue to increase our presence and market share in the Yangtze River Delta Area, Midwest China and Hainan and Bohai Economic Rim; (ii) continue to grow through acquisitions and strategic investments; (iii) further diversify our value-added services; (iv) upgrade our intelligent systems to further enhance our operational efficiency and customer experience; and (v) continue to attract, train and retain talent to propel our growth.

### RESIDENTIAL PROPERTY MANAGEMENT SERVICES

The table below sets forth a breakdown of our revenue from residential property management service segment by service line for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	<i>(in thousands, except for percentages)</i>									
Pre-sale management services	75,944	22.0	123,588	28.9	221,810	29.2	64,863	33.5	79,903	27.3
Property management services	253,709	73.5	287,034	67.0	382,047	50.3	115,212	59.4	140,908	48.0
Community value-added services	15,516	4.5	17,485	4.1	155,377	20.5	13,755	7.1	72,299	24.7
<b>Total</b>	<b>345,169</b>	<b>100.0</b>	<b>428,107</b>	<b>100.0</b>	<b>759,234</b>	<b>100.0</b>	<b>193,830</b>	<b>100.0</b>	<b>293,110</b>	<b>100.0</b>

During the Track Record Period, we managed all of the residential properties solely developed by KWG Group. We also managed residential properties developed by KWG Group's joint ventures, associates or other related parties. In addition, we started to manage residential properties developed by third-party property developers in 2019. We achieved a steady growth in our revenue from the residential property management service segment during the Track Record Period. The table below sets forth a breakdown of the number of residential properties under our management and aggregate GFA under management with respect to residential properties as of the dates

# SUMMARY

indicated, and revenue generated from property management services under residential property management service segment and the average property management fee per sq.m. per month for the periods indicated, by type of property developer and city tiers:

	2017						2018						2019						2020					
	GFA		Revenue		Average property management fee <sup>(1)</sup>		GFA		Revenue		Average property management fee <sup>(1)</sup>		GFA		Revenue		Average property management fee <sup>(1)</sup>		GFA		Revenue		Average property management fee <sup>(1)</sup>	
	Number	sq.m.	RMB	%	Number	sq.m.	RMB	%	Number	sq.m.	RMB	%	Number	sq.m.	RMB	%	Number	sq.m.	RMB	%	Number	sq.m.	RMB	%
<b>KWG Group and its joint ventures, associates or other related parties</b>	63	10,871	253,709	100.0	66	11,773	287,034	100.0	2.8	84	14,471	340,049	89.0	3.1	68	12,077	101,293	87.9	3.1	86	14,979	123,243	87.5	3.1
— First-tier cities	31	5,763	127,493	50.3	31	6,226	149,933	52.2	2.9	36	7,037	177,705	46.5	3.2	33	6,492	54,330	47.2	3.2	36	7,113	57,317	40.7	3.2
— New first-tier and second-tier cities	29	4,608	109,966	43.3	32	5,047	119,457	41.6	2.7	43	6,689	141,686	37.1	2.9	31	5,038	41,304	35.9	2.8	45	7,084	58,384	41.4	2.9
— Others	3	500	16,230	6.4	3	500	17,624	6.2	3.2	5	745	20,658	5.4	3.0	4	547	5,659	4.9	2.9	5	782	7,542	5.4	2.9
<b>Third-party property developers</b>	—	—	—	—	—	—	—	—	—	22	3,875	41,998	11.0	1.9	22	3,875	13,919	12.1	1.9	23	3,901	17,665	12.5	1.9
— First-tier cities	—	—	—	—	—	—	—	—	—	15	2,416	24,553	6.4	1.5	15	2,416	7,944	6.9	1.5	16	2,442	10,784	7.7	1.5
— New first-tier cities, second-tier cities and others	—	—	—	—	—	—	—	—	—	7	1,459	17,445	4.6	3.1	7	1,459	5,975	5.2	3.1	7	1,459	6,881	4.9	3.1
<b>Total/Overall</b>	63	10,871	253,709	100.0	66	11,773	287,034	100.0	2.8	106	18,346	382,047	100.0	2.9	90	15,953	115,212	100.0	2.9	109	18,880	140,908	100.0	2.9

(in thousands, except for numbers, average property management fee and percentages)

Note:

(1) Calculated as the sum of the property management fees collected during a specified period divided by the weighted average GFA based on which we charge property management fee during that same period.



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## SUMMARY

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In 2019 and the four months ended April 30, 2020, the average property management fees per sq.m. per month for residential properties developed by KWG Group and its joint ventures, associates or other related parties were higher than that of residential properties developed by third-party property developers, primarily because a portion of residential properties developed by third-party property developers were relatively old communities, the average property management fees of which were relatively lower than that of residential properties newly developed by KWG Group and its joint ventures, associates or other related parties. As advised by JLL, due to the lower building standards, limited auxiliary facilities and service scope, and lower market-wide property management fee level back in the day, it is common in the industry that the average property management fee level for old communities tends to be lower than that of the properties which were built more recently with higher building standards and more comprehensive service scope.

We managed to grow the percentage of GFA under management with respect to residential properties developed by third-party property developers from nil as of December 31, 2017 to approximately 20.7% as of April 30, 2020. The number of residential properties under our management which were developed by third-party property developers increased from nil as of December 31, 2017 and 2018 to 22 as of December 31, 2019 and 23 as of April 30, 2020. All 22 residential properties as of December 31, 2019 with aggregated GFA under management of approximately 3.9 million sq.m. were obtained through acquisition. As of April 30, 2020, we obtained one additional residential property developed by third-party property developer with GFA under management of approximately 24,965 sq.m. through bidding. The property management service revenue we generated from managing residential properties developed by third-party property developers increased from nil in 2017 to RMB42.0 million in 2019. The property management service revenue we generated from managing residential properties developed by third-party property developers increased from RMB13.9 million for the four months ended April 30, 2019 to RMB17.7 million for the four months ended April 30, 2020. We attribute this growth to (i) our ability to search for and capture market opportunities independent from our affiliation with KWG Group; and (ii) the acquisition of Gangyu Enterprise where its subsidiaries managed properties developed by third-party property developers. In 2018, we set up a market development department which is responsible for exploring potential business opportunities for properties developed by third-party property developers via participating in marketing events with industry associations and market participants in the real estate and property management industry and identifying new projects open for public tender. We will continue our efforts in exploring opportunities to cooperate with third-party property developers and property owners to spur our market expansion.



## SUMMARY

The following table sets forth a breakdown of our total GFA under management with respect to residential properties as of the dates and revenue generated from property management services under residential property management service segment for the periods indicated by revenue model:

	As of or for the year ended December 31,									As of or for the four months ended April 30,					
	2017			2018			2019			2019			2020		
	GFA	Revenue		GFA	Revenue		GFA	Revenue		GFA	Revenue		GFA	Revenue	
	sq.m.	RMB	%	sq.m.	RMB	%	sq.m.	RMB	%	sq.m.	RMB	%	sq.m.	RMB	%
	<i>(in thousands, except for percentages)</i>														
Lump sum basis	9,346	249,100	98.2	9,771	280,856	97.8	15,068	372,092	97.4	12,897	111,870	97.1	15,602	137,609	97.7
Commission basis	1,525	4,609	1.8	2,002	6,178	2.2	3,278	9,955	2.6	3,056	3,342	2.9	3,278	3,299	2.3
<b>Total</b>	<b>10,871</b>	<b>253,709</b>	<b>100.0</b>	<b>11,773</b>	<b>287,034</b>	<b>100.0</b>	<b>18,346</b>	<b>382,047</b>	<b>100.0</b>	<b>15,953</b>	<b>115,212</b>	<b>100.0</b>	<b>18,880</b>	<b>140,908</b>	<b>100.0</b>

During the Track Record Period, substantially all of our property management fees were charged on a lump sum basis, with the remainder charged on a commission basis. In 2017, 2018, 2019 and the four months ended April 30, 2020, 98.2%, 97.8%, 97.4% and 97.7% of our revenue generated from property management services provided to residential properties was charged on a lump sum basis, respectively, while 1.8%, 2.2%, 2.6% and 2.3% of our revenue generated from property management services provided to residential properties was charged on a commission basis for those same periods, respectively. In 2017, 2018, 2019 and the four months ended April 30, 2020, 86.0%, 83.0%, 82.1% and 82.6% of our total GFA under management with respect to residential properties was managed on a lump sum basis, respectively, while 14.0%, 17.0%, 17.9% and 17.4% of our total GFA under management with respect to residential properties was managed on a commission basis, respectively.

### COMMERCIAL PROPERTY MANAGEMENT AND OPERATIONAL SERVICES

In addition to managing residential properties, during the Track Record Period, we also provided property management and operational services to commercial properties, including office buildings and shopping malls, and to a lesser extent, industrial parks.

The table below sets forth a breakdown of our revenue from commercial property management and operational service segment by service line for the periods indicated:

	Year ended December 31,						Four months ended April 30,					
	2017		2018		2019		2019		2020			
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%		
	<i>(in thousands, except for percentages)</i>											
Pre-sale management services	13,339	11.3	12,930	5.6	21,342	5.9	6,510	5.8	3,526	2.6		
Commercial property management services	66,803	56.5	150,730	65.2	259,766	71.0	81,249	72.7	90,893	67.6		
Commercial operational services	28,392	24.0	44,707	19.4	42,570	11.6	13,935	12.5	25,502	19.0		
Other value-added services	9,678	8.2	22,662	9.8	41,966	11.5	9,993	9.0	14,603	10.8		
<b>Total</b>	<b>118,212</b>	<b>100.0</b>	<b>231,029</b>	<b>100.0</b>	<b>365,644</b>	<b>100.0</b>	<b>111,687</b>	<b>100.0</b>	<b>134,524</b>	<b>100.0</b>		

## SUMMARY

As of April 30, 2020, KWG Group had 15 solely or jointly developed shopping malls and office buildings, all of which are currently under our management. Among these 15 shopping malls and office buildings, KWG Group owned 11 of them, all of which are currently being operated by us. We also managed commercial properties developed by KWG Group's joint ventures, associates or other related parties. In addition, we started to manage commercial properties developed by third-party property developers in 2019. We achieved a steady growth in our revenue from the commercial property management and operational service segment during the Track Record Period. The table below sets forth a breakdown of the number of commercial properties under our management and aggregate GFA under management with respect to commercial properties as of the dates indicated, and revenue generated from commercial property management services under commercial property management and operational service segment and the average property management fee per sq.m. per month for the periods indicated, by type of property developer:

	As of or for the year ended December 31,						As of or for the four months ended April 30,														
	2017			2018			2019			2020											
	Number	GFA sq.m.	Revenue RMB	%	Average property management fee RMB	Average property management fee RMB	Number	GFA sq.m.	Revenue RMB	%	Average property management fee RMB	Number	GFA sq.m.	Revenue RMB	%	Average property management fee RMB					
KWG Group and its joint ventures, associates or other related parties	12	1,341	66,803	100.0	10.9	15.2	2,031	150,730	100.0	95.9	20.3	19	2,113	78,102	96.1	18.5	22	2,398	85,776	94.4	20.5
Third-party property developers	—	—	—	—	—	—	—	—	—	4.1	5.7	6	716	3,147	3.9	5.7	8	870	5,117	5.6	5.7
<b>Total/Overall</b>	<b>12</b>	<b>1,341</b>	<b>66,803</b>	<b>100.0</b>	<b>10.9</b>	<b>15.2</b>	<b>2,031</b>	<b>150,730</b>	<b>100.0</b>	<b>100.0</b>	<b>19.7</b>	<b>25</b>	<b>2,829</b>	<b>81,249</b>	<b>100.0</b>	<b>18.0</b>	<b>30</b>	<b>3,268</b>	<b>90,893</b>	<b>100.0</b>	<b>19.7</b>

*(in thousands, except for numbers, average property management fee and percentages)*

KWG Group and its joint ventures, associates or other related parties  
Third-party property developers

## SUMMARY

In 2019 and the four months ended April 30, 2020, the average property management fee per sq.m. per month for commercial properties developed by KWG Group and its joint ventures, associates or other related parties was significantly higher than that of properties developed by third-party property developers, primarily because the commercial properties developed by KWG Group and its joint ventures, associates or other related parties were mainly high-end shopping malls and office buildings which generally required more comprehensive services and thus generally commanded higher average property management fees than that of properties developed by third-party property developers which primarily comprise lower-end office buildings which had lower average property management fees. As advised by JLL, it is common in the industry that (i) the property management fee charged for commercial properties varies depending on the types, positioning and locations of the properties; and (ii) the average property management fee for shopping malls is generally higher than that of the office buildings.

We managed to grow our percentage of GFA under management with respect to commercial properties developed by third-party property developers from nil as of December 31, 2017 to 26.6% as of April 30, 2020. The number of commercial properties under our management which were developed by third-party property developers increased from nil as of December 31, 2017 and 2018 to eight as of December 31, 2019 and April 30, 2020. Out of these eight commercial properties as of December 31, 2019 and April 30, 2020, six properties with aggregated GFA under management of 715,441 sq.m. were obtained through acquisition and two properties with aggregated GFA under management of 154,606 sq.m. were obtained through fee quotation. The commercial property management service revenue we generated from managing commercial properties developed by third-party property developers increased from nil in 2017 to RMB10.7 million in 2019. The commercial property management service revenue we generated from managing commercial properties developed by third-party property developers increased from RMB3.1 million for the four months ended April 30, 2019 to RMB5.1 million for the four months ended April 30, 2020. The reasons for such growth were similar to those for residential properties.

The following table sets forth a breakdown of our total GFA under management with respect to commercial properties as of the dates indicated and revenue generated from property management services provided to commercial properties for the periods indicated by revenue model:

	As of or for the year ended December 31,									As of or for the four months ended April 30,					
	2017			2018			2019			2019			2020		
	GFA	Revenue		GFA	Revenue		GFA	Revenue		GFA	Revenue		GFA	Revenue	
	sq.m.	RMB	%	sq.m.	RMB	%	sq.m.	RMB	%	sq.m.	RMB	%	sq.m.	RMB	%
	<i>(in thousands, except for percentages)</i>														
Lump sum basis	881	58,751	87.9	1,533	140,062	92.9	2,357	238,682	91.9	2,094	76,704	94.4	2,357	85,801	94.4
Commission basis	460	8,052	12.1	498	10,668	7.1	911	21,084	8.1	735	4,545	5.6	911	5,092	5.6
<b>Total</b>	<b>1,341</b>	<b>66,803</b>	<b>100.0</b>	<b>2,031</b>	<b>150,730</b>	<b>100.0</b>	<b>3,268</b>	<b>259,766</b>	<b>100.0</b>	<b>2,829</b>	<b>81,249</b>	<b>100.0</b>	<b>3,268</b>	<b>90,893</b>	<b>100.0</b>

During the Track Record Period, substantially all of our commercial property management fees were charged on a lump sum basis, with the remainder charged on a commission basis. In 2017, 2018, 2019 and the four months ended April 30, 2020, 87.9%, 92.9%, 91.9% and 94.4% of our revenue generated from property management services provided to commercial properties was charged on a lump sum basis, respectively, while 12.1%, 7.1%, 8.1% and 5.6% of our revenue generated from property management services provided to commercial properties was charged on a commission basis for those same periods, respectively. In 2017, 2018, 2019 and the four months ended April 30, 2020, 65.7%, 75.5%, 72.1% and 72.1% of our total GFA under management with respect to commercial properties was managed on a lump sum basis, respectively, while 34.3%, 24.5%, 27.9% and 27.9% of our total GFA under management with respect to commercial properties was managed on a commission basis, respectively.

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## SUMMARY

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### RELATIONSHIP WITH KWG GROUP

The Listing will constitute a spin-off from KWG Holdings. The Spin-off is not subject to shareholders' approval of KWG Holdings. Upon completion of the Spin-off and the Listing, KWG Holdings will not retain any interest in our issued share capital and we will no longer be a subsidiary of KWG Holdings.

We have a well-established and ongoing business relationship with KWG Group (which does not include its joint ventures and associates). We have provided KWG Group with residential property management services since 2004 and commercial property management and operational services since 2006. KWG Group is principally engaged in property development, property investment, hotel operation and education, and requires both residential property management services and commercial property management and operational services in its daily operations. All of the residential and commercial properties solely developed by KWG Group are under our management.

For the residential properties that are jointly developed by KWG Group and other property developers, as of December 31, 2017, 2018 and 2019 and April 30, 2020, in terms of the total GFA, (i) approximately 63.5%, 66.2%, 64.3% and 63.6% were managed by our Group; (ii) approximately 29.6%, 23.2%, 31.3% and 32.0% were managed by property management service providers related to the property developers with whom KWG Group jointly developed such properties; and (iii) approximately 6.9%, 10.6%, 4.4% and 4.4% were managed by other third-party property management service providers, respectively. Such jointly developed residential properties are mainly developed through KWG Group's joint ventures, associates or other related parties and, to a smaller extent, developed through KWG Group's non-wholly owned subsidiaries. In respect of such properties developed through KWG Group's joint ventures, associates or other related parties, as of December 31, 2017, 2018 and 2019 and April 30, 2020, in terms of the total GFA, approximately 60.4%, 63.1%, 57.8% and 57.0% were managed by our Group.

For the commercial properties that are jointly developed by KWG Group and other property developers, as of December 31, 2017, 2018 and 2019 and April 30, 2020, in terms of the total GFA, (i) approximately 23.3%, 44.4%, 47.6% and 47.6% were managed by our Group; (ii) approximately 69.9%, 50.7%, 47.8% and 47.8% were managed by property management service providers related to the property developers with whom KWG Group jointly developed such properties; and (iii) approximately 6.8%, 4.9%, 4.6% and 4.6% were managed by other third-party property management service providers, respectively. Such jointly developed commercial properties are all developed through KWG Group's joint ventures, associates or other related parties.

The jointly developed residential or commercial properties which were not managed by our Group were (i) managed by property management service providers related to the property developers with whom KWG Group jointly developed such properties pursuant to the arrangements as agreed between such property developers and KWG Group; or (ii) managed by other third-party property management service providers which had won the contracts through public tender procedures or fee quotations.

Our business relationship with KWG Group is common among property management and commercial operational service providers and their parent companies in the PRC and has been mutually beneficial and complementary. As advised by JLL, it is an industrial norm that property management and commercial operational service providers have a close working relationship with property developers under the same ultimate controlling shareholder.

Having considered (i) our long and close cooperation relationship with KWG Group; (ii) our familiarity with KWG Group's strategy and requirements; (iii) the mutual benefits for both KWG Group and its joint ventures, associates or other related parties and us to continue with the current

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## SUMMARY

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relationship; and (iv) the time required and the uncertainties involved for KWG Group and its joint ventures, associates or other related parties to engage a new service provider which is able to provide equally satisfactory services to replace us, we are of the view that our current relationship with KWG Group and its joint ventures, associates or other related parties is unlikely to be materially adversely changed or terminated.

As disclosed above, given there is a certain degree of mutuality and complementarity of the ongoing business between KWG Group and us, as well as our proven track record in securing engagements from KWG Group for the provision of residential property management services and commercial property management and operational services, we consider that we will continue to be able to secure future engagements from them and be able to maintain our revenue from them upon Listing. Our provision of residential property management services and commercial property management and operational services to KWG Group will constitute continuing connected transactions for our Company upon Listing. For details, see “Connected Transactions” in this prospectus.

For further details, see “Relationship with Controlling Shareholders” in this prospectus.

### OUR CUSTOMERS AND SUPPLIERS

We have a large, growing and loyal customer base primarily consisting of property developers, property owners, property owners’ associations, tenants and residents. In 2017, 2018, 2019 and the four months ended April 30, 2020, revenue generated from sales to our five largest customers amounted to RMB150.0 million, RMB292.3 million, RMB552.9 million and RMB221.9 million, respectively, accounting for 32.4%, 44.4%, 49.2% and 51.9% of our total revenue, respectively. In 2017, 2018, 2019 and the four months ended April 30, 2020, revenue generated from services provided to our largest customer, KWG Group and its joint ventures, associates or other related parties, amounted to RMB146.4 million, RMB273.9 million, RMB528.2 million and RMB214.2 million, respectively, accounting for 31.5%, 41.6%, 47.0% and 50.1% of our total revenue, respectively. See “Business — Customers” for details.

Our suppliers are primarily subcontractors located in China who provide cleaning, gardening, and repair and maintenance services. In 2017, 2018, 2019 and the four months ended April 30, 2020, purchases from our five largest suppliers accounted for 13.3%, 11.9%, 13.5% and 14.5%, of our total cost of sales, respectively. In 2017, 2018, 2019 and the four months ended April 30, 2020, purchases from our single largest supplier amounted to RMB11.8 million, RMB17.4 million, RMB23.1 million and RMB10.9 million, respectively, accounting for 3.3%, 3.7%, 3.3% and 4.2% of our total cost of sales, respectively. During the Track Record Period, other than KWG Group, none of our major suppliers was also our customer. See “Business — Suppliers” for details.

### CONTROLLING SHAREHOLDERS

Immediately upon completion of the Spin-off, without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option and assuming the Reserved Shares under the Preferential Offering are fully taken up by Qualifying KWG Shareholders, (i) Mr. Kong Jianmin, will through Plus Earn and Hero Fine, own in aggregate approximately 41.21% of the total number of issued Shares; (ii) Mr. Kong Jiantao, will through Right Rich, Excel Wave and Wealth Express, own in aggregate approximately 6.65% of the total number of issued Shares; and (iii) Mr. Kong Jiannan, will through Peace Kind, own approximately 3.74% of the total number of issued Shares. Each of Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express and Peace Kind is an investment holding company with no business operation. Mr. Kong Jiantao is an executive director and the chief executive officer of KWG Holdings, and is the brother of Mr. Kong Jianmin and Mr. Kong Jiannan.

## SUMMARY

On October 14, 2020, Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express and Peace Kind entered into a shareholders' agreement, pursuant to which, among other things, the parties thereto shall vote at general meetings of our Company according to the instruction of whichever party thereto holds the most Shares from time to time. As such, Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express, Peace Kind, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan are a group of persons who are together entitled to exercise or control the exercise of 30% or more of the voting rights at general meetings of our Company and therefore are a group of our Controlling Shareholders under the Listing Rules.

### ACQUISITIONS DURING THE TRACK RECORD PERIOD

In order to expand our project portfolio and reduce reliance on KWG Group, we acquired the entire equity interest in Gangyu Enterprise during the Track Record Period. Gangyu Enterprise is an investment holding company. Since January 28, 2019, it has been holding the entire equity interest in Yijia Chuangsheng, which in turn holds 60% of the equity interest in Xingyu Property. Immediately before we acquired Gangyu Enterprise, Yijia Chuangsheng and Xingyu Property were principally engaged in the provision of residential property management services and commercial property management services. The aggregate amount of consideration in relation to the acquisition of Gangyu Enterprise was RMB197,465,943 (equivalent to approximately 9.1 times of Gangyu Enterprise's net profit before taxation in 2018), which was determined after arm's length negotiation with reference to the fair value of the total equity interests in Gangyu Enterprise and its subsidiaries of RMB197,465,943 as of January 31, 2019 as assessed by an independent valuer, and also taking into account (i) the amount of consideration of approximately RMB41.2 per sq.m. calculated based on the GFA under management of Yijia Chuangsheng and Xingyu Property immediately before the acquisition; (ii) the profitability of Yijia Chuangsheng and Xingyu Property taking into account the expected average property management fee of approximately RMB1.9 and RMB5.7 per sq.m. per month to be charged for residential properties and commercial properties, respectively; and (iii) Gangyu Enterprise's revenue of RMB96.3 million and net profit before taxation of RMB21.7 million for the year ended December 31, 2018. For further details, see "History, Reorganization and Corporate Structure — Acquisitions during the Track Record Period" in this prospectus.

### SUMMARY OF HISTORICAL FINANCIAL INFORMATION

#### Selected Items of Combined Statements of Profit or Loss

	Year ended December 31,			Four months ended	
	2017	2018	2019	April 30,	2020
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>				
Revenue	463,381	659,136	1,124,878	305,517	427,634
Cost of sales	(359,111)	(476,175)	(705,050)	(201,205)	(259,916)
Gross profit	104,270	182,961	419,828	104,312	167,718
Profit before tax	57,599	104,308	250,604	51,795	102,036
Profit for the year	44,148	79,682	184,987	38,759	76,592
Attributable to:					
— Owners of the parent	44,148	79,682	184,887	38,650	76,170
— Non-controlling interest	—	—	100	109	422



## SUMMARY

During the Track Record Period, we recorded continuous increase in our revenue, primarily due to an increase in the revenue from both residential property management services and commercial property management and operational services, which was mainly driven by the increase in the total GFA under management and number of property management projects as a result of our business expansion. In addition, we recorded significant increase in our gross profit and net profit during the Track Record Period, primarily due to our business expansion and improvement in gross profit margin mainly driven by our residential property management service segment.

### Selected Items of Combined Statements of Financial Position

	As of December 31,			As of
	2017	2018	2019	April 30,
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>			
Non-current assets	15,900	25,809	254,944	249,043
Current assets	1,181,902	1,190,541	1,707,242	1,855,116
Current liabilities	1,074,615	1,013,543	1,537,767	1,639,089
Net current assets	107,287	176,998	169,475	216,027
Non-current liabilities	3,050	2,988	26,991	25,645
Non-controlling interest	—	—	12,845	13,267
Total equity	120,137	199,819	397,428	439,425

The increase in non-current assets in 2019 was mainly attributable to recognition of goodwill arising from the acquisition of Gangyu Enterprise.

### Selected Items of Combined Statements of Cash Flow

	Year ended December 31,			Four months ended April 30,	
	2017	2018	2019	2019	2020
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>				
Operating cash flows before movements in working capital	61,442	112,145	280,966	62,916	113,396
Increase/(decrease) in working capital and other non-current assets	3,248	(19,392)	936	(39,738)	(48,586)
Interest received	977	1,146	1,410	321	569
Interest paid	(186)	(199)	(351)	(125)	(112)
Income tax paid	(4,470)	(23,380)	(23,556)	(9,710)	(37,553)
Net cash from operating activities	61,011	70,320	259,405	13,664	27,714
Net cash (used in)/from investing activities	(196,261)	288,959	(14,947)	(11,007)	(123,263)
Net cash from/(used in) financing activities	27,507	(436,794)	(3,683)	(4,240)	102,250
Net (decrease)/increase in cash and cash equivalents	(107,743)	(77,515)	240,775	(1,583)	6,701
<b>Cash and cash equivalents at the beginning of the year/period</b>	361,248	253,505	175,990	175,990	416,765
<b>Cash and cash equivalents at the end of the year/period</b>	253,505	175,990	416,765	174,407	423,466

During the Track Record Period, we recorded continuous increase in our operating cash inflows, primarily due to the increase in our profit before tax as a result of our business expansion.

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## SUMMARY

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### Summary of Key Financial Ratios

The following table sets forth the major financial ratios as of the dates or for the periods indicated:

	<u>As of or for the year ended December 31,</u>			<u>As of or for</u>
	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>the four</u>
				<u>months ended</u>
				<u>April 30,</u>
				<u>2020</u>
<b>Financial metrics</b>				
Return on assets <sup>(1)</sup>	4.6%	6.6%	11.6%	11.3%
Return on equity <sup>(1)</sup>	45.0%	49.8%	61.9%	54.9%
Current ratio <sup>(1)</sup>	1.10	1.17	1.11	1.13
Liabilities to assets ratio <sup>(1)</sup>	0.90	0.84	0.80	0.79

*Note:*

(1) For details of the definition, see “Financial Information — Major Financial Ratios.”

### SUMMARY OF MATERIAL RISK FACTORS

Our operations involve certain risks, some of which are beyond our control. Some of the risks generally associated with our business and industry include: (i) our future growth may not materialize as planned, and our future business expansions into new geographic regions may subject us to new rules and regulations which may have material adverse effect on our business, financial position and results of operations; (ii) our future acquisitions of or investment in other property management companies may not be successful and we may face difficulties in integrating acquired operations with our existing business; (iii) a substantial portion of our revenue is generated from property management services we provide in relation to KWG Group’s property development projects and a significant portion of our revenue is generated from KWG Group and its joint ventures, associates and other related parties as the ultimate paying customers; (iv) we generated revenue from property management services primarily on a lump sum basis. We may be subject to losses if we fail to estimate or control our costs in performing our property management services; and (v) a significant portion of our operations are concentrated in the Greater Bay Area, and we are susceptible to any adverse development in government policies or business environment in this region.

These risks are not the only significant risks that may affect the value of our Shares. You should carefully consider all of the information set forth in this prospectus and, in particular, should evaluate the specific risks set forth in “Risk Factors” in deciding whether to invest in our Shares.

### GLOBAL OFFERING STATISTICS

The statistics in the following table are based on the assumptions that: (i) the Global Offering is completed and 383,384,000 Shares are issued and sold in the Global Offering; (ii) the Over-allotment Option is not exercised; and (iii) 2,017,810,233 Shares are issued and outstanding upon completion of the Global Offering.



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## SUMMARY

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	<b>Based on an Offer Price of HK\$7.00 per Offer Share</b>	<b>Based on an Offer Price of HK\$8.13 per Offer Share</b>
Market capitalization of our Shares	HK\$14,124.7 million	HK\$16,404.8 million
Unaudited pro forma adjusted net tangible asset value per Share <sup>(1)</sup>	HK\$1.39	HK\$1.60

*Note:*

- (1) The unaudited pro forma adjusted net tangible asset value per Share is calculated after making the adjustments referred to in “Appendix II — Unaudited Pro Forma Financial Information.”

The unaudited pro forma adjusted combined net tangible assets attributable to owners of the parent have not taken into account such declaration of dividend. Had the dividend been taken into account, the unaudited pro forma adjusted combined net tangible assets attributable to owners of the parent per Share would decrease to HK\$1.28 per Share (based on the Offer Price of HK\$7.00 per Share) or HK\$1.49 per Share (based on the Offer Price of HK\$8.13 per Share). See “Appendix II — Unaudited Pro Forma Financial Information — A. Unaudited Pro Forma Adjusted Combined Net Tangible Assets” for details.

### THE PREFERENTIAL OFFERING

In order to enable KWG Shareholders to participate in the Global Offering on a preferential basis as to allocation only, subject to the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange and the Global Offering becoming unconditional, Qualifying KWG Shareholders are being invited to apply for an aggregate of 70,623,355 Reserved Shares in the Preferential Offering, representing approximately 20.5% and 18.4% of the Offer Shares available under the International Offering and the Global Offering, respectively (assuming the Over-allotment Option is not exercised) as Assured Entitlement. The Reserved Shares are being offered out of the International Offer Shares under the International Offering and are not subject to reallocation as described in the section entitled “Structure of the Global Offering — The Hong Kong Public Offering — Reallocation” in this prospectus. In the event the Over-allotment Option is exercised, the number of Reserved Shares will not change.

Pursuant to Article 23 of the Implementation Rules for Registration, Depository and Clearing Services under the Mainland China-Hong Kong Stock Markets Connect Program (《內地與香港股票市場交易互聯互通機制登記、存管、結算業務實施細則》), CSDCC does not provide services relating to the subscription of newly issued shares. Accordingly, Beneficial KWG Shareholders who hold KWG Shares through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect cannot participate in the Preferential Offering and will not be able to take up their respective Assured Entitlement to the Reserved Shares under the Preferential Offering through the trading mechanism of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect. For details, see “Structure of the Global Offering — The Preferential Offering” in this prospectus.

### DIVIDEND POLICY

Declaration of dividends is subject to the discretion of our Directors, depending on our results of operations, cash flows, financial position, future business prospects, statutory and contractual restrictions on the payment of dividends by us, as well as any other factors which our Directors may consider relevant. Our Company did not declare any dividends during the Track Record Period. In

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## SUMMARY

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August 2020, our Company declared 2020 interim dividend in the amount of RMB200.0 million to the shareholders of our Company whose names appeared in the register of members of our Company at the close of business on August 28, 2020, namely KWG Holdings and Happy Harmony, which will be distributed in 2021 with the funds received from the dividend declared by our subsidiaries in the PRC upon the completion of tax registration procedures. We will settle the 2020 interim dividend declared by our Company using our Group's internal funds from operations in the PRC and will not apply any proceeds from the Listing for settlement. Our Board has absolute discretion as to whether to declare any dividend for any year, and in what amount. There can be no assurance that we will be able to declare any dividends in the amount set out in any plan of the Board or at all. For more information, see "Financial Information — Dividends and Distributable Reserve."

### USE OF PROCEEDS

We estimate that we will receive net proceeds of approximately HK\$2,755.5 million from the Global Offering, after deducting the underwriting commissions and other estimated expenses payable by us in connection with the Global Offering, assuming that the Over-allotment Option is not exercised and assuming an Offer Price of HK\$7.56 per Share (being the mid-point of the indicative Offer Price range set forth on the cover page of this prospectus). We intend to use such net proceeds from the Global Offering for the purposes and in the amounts set forth below:

- approximately 60% or HK\$1,653.3 million, will be used to pursue strategic acquisitions and investment opportunities to further develop strategic alliances, expand our business scale and increase our market shares in residential property management service market and commercial and other non-residential property management and operational service market;
- approximately 25% or HK\$688.9 million, will be used to upgrade the intelligent service systems in order to further enhance our operational efficiency and service quality;
- approximately 10% or HK\$275.5 million, will be used to further diversify our value-added services; and
- approximately 5% or HK\$137.8 million, will be used for general business purpose and working capital.

For more information, see "Future Plans and Use of Proceeds."

### LISTING EXPENSES

The total estimated listing expenses in connection with the Global Offering, including underwriting commission, is approximately RMB125.0 million (based on the mid-point of the indicative Offer Price range of HK\$7.56 per Share and assuming no Over-allotment Option will be exercised), representing approximately 4.9% of the gross proceeds from the Global Offering (assuming an Offer Price of HK\$7.56, being the mid point of the indicative Offer Price range and before the exercise of the Over-allotment Option), of which (i) RMB3.1 million and RMB5.0 million, respectively, has been charged to our combined statements of profit or loss in 2019 and the four months ended April 30, 2020, (ii) approximately RMB22.2 million is expected to be charged to our combined statements of profit or loss for the year ending December 31, 2020; and (iii) approximately RMB94.7 million is expected to be accounted for as a deduction from equity upon the Listing. Our Directors do not expect that our listing expenses will have a material adverse impact on our financial performance for the year ending December 31, 2020.

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## SUMMARY

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### RECENT DEVELOPMENTS AND NO MATERIAL ADVERSE CHANGE

#### Recent Development of Our Property Management Services and Commercial Operational Services

Since April 30, 2020 and up to the Latest Practicable Date, we had entered into new contracts with KWG Group and its joint ventures, associates or other related parties to provide property management services with respect to nine residential properties with aggregated contracted GFA of approximately 1.4 million sq.m. We had also entered into two new contracts with KWG Group to provide commercial property management and operational services with aggregated contracted GFA of 0.2 million sq.m. During the same period, the GFA under management newly delivered by KWG Group and its joint ventures, associates or other related parties for our management amounted to approximately 964,175 sq.m. and 61,934 sq.m. with respect to residential properties and commercial properties, respectively.

Since April 30, 2020 and up to the Latest Practicable Date, as a continuous effort to further diversify our revenue source and reduce reliance on KWG Group and its joint ventures, associates or other related parties, we had entered into contracts to provide cleaning and gardening services, under subcontracting arrangements for third-party property management companies with respect to 12 residential properties and four commercial properties developed by third-party property developers with an aggregated contracted GFA of approximately 2.8 million sq.m. The scope of our services typically covered cleaning and gardening services; the term of such contracts is typically one year in duration, and we typically charge a fixed service fee which is payable monthly. We, as a subcontractor, have the obligation to procure our own raw materials and manage our own employees that provide the services according to the aforesaid contracts. Going forward, we will evaluate and enter into more subcontracting arrangements of this type when suitable opportunities arise.

During the same period, we had also won two bids to provide property management services with respect to commercial properties developed by third-party property developers with an aggregated contracted GFA of approximately 97,000 sq.m during the same period. In addition, we had been contracted to provide commercial operational services with respect to one commercial property developed by third-party property developers with contracted GFA of approximately 136,000 sq.m.

As of December 31, 2019, KWG Group and its joint ventures, associates or other related parties had 111 property projects under development with an aggregate GFA of approximately 15.1 million sq.m.

After the Track Record Period, for the purpose of expanding our business, we have entered into memorandums of understanding or has been in the process of negotiating with the sellers to acquire the equity interests of certain companies. For more details, see “Waivers from Strict Compliance with the Requirements under the Listing Rules.”

#### Outbreak of COVID-19 Pandemic

Towards the end of 2019, an outbreak of respiratory illness caused by a novel coronavirus (COVID-19) quickly spread globally and throughout China. In response, measures such as travel restrictions have been imposed in major cities in China, as well as other countries and territories, in an effort to contain the outbreak of the COVID-19. The outbreak has led us to implement various measures in our property management projects to prevent transmission of or mitigate exposure to

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## SUMMARY

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the disease. We constantly monitor the status of the COVID-19 outbreak, as well as the various regulatory and administrative measures adopted by local governments, to prevent and control the pandemic.

As of the Latest Practicable Date, certain of the measures, including the travel restrictions imposed on Wuhan, had been lifted by the PRC government. However, the outbreak is likely to have an adverse impact on the livelihood of the people in and the economy of the PRC. The property market in the PRC may be adversely impacted due to, among others, delays in property constructions. As of the Latest Practicable Date, we had not experienced any material adverse impact due to delays in property constructions in the PRC property market. The outlook of the property market, economy slowdown and/or negative business sentiment could potentially have an indirect impact on the property management market and our business operation and financial condition may be adversely affected in the short term. However, according to JLL, the outbreak of COVID-19 is expected to bring limited impacts to China's property management market in the long run due to the fact that (i) the size of the existing PRC property management market will unlikely be affected, as the current GFA under management and the property management fee rates will not be affected by the COVID-19 outbreak; and (ii) the property construction and sales activities have been delayed but have gradually resumed to normal operation since second quarter of 2020. Up to the Latest Practicable Date, we were not aware of any material adverse effects on our financial statements as a result of the COVID-19 outbreak. The total GFA of residential and commercial properties delivered to us for management through bidding and fee quotation (excluding projects obtained through acquisitions) increased for the eight months ended August 31, 2020 as compared with those of the same period in 2019. In addition, our average property management fee rate remained stable for the eight months ended August 31, 2020 as compared with that for the year ended December 31, 2019. Our key financial indicators including revenue and gross profit increased, and gross profit margin and collection rate for property management fee remained stable for the eight months ended August 31, 2020 as compared with those of the same period in 2019. In the unlikely event that we are forced to reduce or suspend part of our business operations, whether due to government policy or any other reasons beyond our control, due to the COVID-19 outbreak, after estimating our existing financial resources only as of August 31, 2020 by taking into account (i) no revenue would be generated due to suspension of business; (ii) our cash and cash equivalents as of August 31, 2020; (iii) no banking facilities would be utilized; (iv) 5% of the net proceeds from the Global Offering that will be used as our general working capital, based on the Offer Price of HK\$7.56 per Offer Share, being the mid-point of the Offer Price range; (v) government subsidy for COVID-19 which we could receive with a high level of certainty within the 12-month period from September 1, 2020; (vi) our prudent estimates of settlement of account receivables and payables as of August 31, 2020 based on historical settlement pattern; and (vii) our estimated net cash used in operating activities based on our existing operating scale, including estimated monthly staff costs and other related expenses to maintain our basic operations, our Directors are of the view that our Group will remain financially viable for approximately 12 months from August 31, 2020. For more information, see "Business — Effects of the COVID-19 Outbreak."

Since April 30, 2020 and up to the Latest Practicable Date, our business remained stable which was in line with the past trends and our expectations. To the best of our knowledge, since April 30, 2020 (being the date on which the latest audited combined financial information of our Group was prepared) and up to the date of this prospectus, there has been no material adverse change in our business operations, the business environment in which we operate, as well as our financial or trading position, indebtedness, mortgage, contingent liabilities, guarantees or prospects.

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## DEFINITIONS

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*In this prospectus, unless the context otherwise requires, the following words and expressions have the following meanings. Certain technical terms are explained in “Glossary.”*

“Application Form(s)”	<b>WHITE</b> Application Form(s), <b>YELLOW</b> Application Form(s) and <b>GREEN</b> Application Form(s), or where the context so requires, any of them in relation to the Hong Kong Public Offering and <b>BLUE</b> Application Form(s) in relation to the Preferential Offering
“Articles of Association” or “Articles”	the amended and restated articles of association of our Company, conditionally adopted on October 9, 2020 and which will come into effect upon Listing, a summary of which is set out in the section headed “Summary of the Constitution of our Company and Cayman Islands Companies Law” in Appendix III to this prospectus, as amended from time to time
“associate(s)”	has the meaning ascribed to it under the Listing Rules
“Assured Entitlement”	the entitlement of the Qualifying KWG Shareholders to apply for the Reserved Shares on an assured basis pursuant to the Preferential Offering to be determined on the basis of their respective shareholdings in KWG Holdings at 4:30 p.m. on the Record Date
“Audit Committee”	the audit committee of the Board
“Available Reserved Shares”	has the meaning ascribed to it in the section headed “Structure of the Global Offering — The Preferential Offering — Basis of Allocation for Applications for Reserved Shares” in this prospectus
“Beneficial KWG Shareholder(s)”	any beneficial owner(s) of KWG Shares whose KWG Shares are registered, as shown in the register of members of KWG Holdings, in the name of a registered KWG Shareholder at 4:30 p.m. on the Record Date
“ <b>BLUE</b> Application Form(s)”	the application form(s) to be sent to Qualifying KWG Shareholders to subscribe for the Reserved Shares pursuant to the Preferential Offering
“ <b>Blue Form eIPO</b> ”	the application for the Reserved Shares to be issued in a Qualifying KWG Shareholder’s own name by submitting applications online through the designated website site of <b>Blue Form eIPO</b> Service Provider at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“ <b>Blue Form eIPO</b> Service Provider”	Computershare Hong Kong Investor Services Limited
“Board” or “Board of Directors”	the board of directors of our Company
“Business Day” or “business day”	a day on which banks in Hong Kong are generally open for normal banking business to the public and which is not a Saturday, Sunday or public holiday in Hong Kong

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## DEFINITIONS

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“BVI”	the British Virgin Islands
“Capitalization Issue”	the issue of 1,634,426,197 Shares to be made upon capitalization of certain sums standing to the credit of the share premium account of our Company as referred to in the section headed “Statutory and general information — A. Further information about our Company — 4. Written resolutions of our Shareholders passed on October 9, 2020” in Appendix IV to this prospectus
“Cayman Islands Companies Law” or “Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Clearing Participant”	a person admitted to participate in CCASS as a direct clearing participant or general clearing participant
“CCASS Custodian Participant”	a person admitted to participate in CCASS as a custodian participant
“CCASS Investor Participant”	a person admitted to participate in CCASS as an investor participant who may be an individual or joint individuals or a corporation
“CCASS Operational Procedures”	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to the operation and functions of CCASS as from time to time in force
“CCASS Participant”	a CCASS Clearing Participant, a CCASS Custodian Participant or a CCASS Investor Participant
“China” or “PRC”	the People’s Republic of China, but for the purpose of this prospectus and for geographical reference only and except where the context requires, references in this prospectus to “China” and the “PRC” do not apply to Taiwan, Macau Special Administrative Region and Hong Kong
“ChinaClear” or “CSDCC”	China Securities Depository and Clearing Corporation Limited (中國證券登記結算有限公司)
“CIA”	China Index Academy (中國指數研究院), an independent market research company
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time



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## DEFINITIONS

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“Companies (Winding Up and Miscellaneous Provisions) Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Company” or “our Company”	KWG Living Group Holdings Limited (合景悠活集團控股有限公司) (formerly known as KWG ULife Business Services Management Company Limited (合景悠活商業服務管理有限公司)), an exempted company incorporated in the Cayman Islands with limited liability on September 11, 2019
“connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules, and unless the context requires otherwise, refers to Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express, Peace Kind, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan, which constitute a group of Controlling Shareholders
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“COVID-19”	a viral respiratory disease caused by the severe acute respiratory syndrome coronavirus 2, which may have first appeared in late 2019
“CSRC”	the China Securities Regulatory Commission (中國證券監督管理委員會), a regulatory body responsible for the supervision and regulation of the Chinese national securities markets
“Deed of Indemnity”	the deed of indemnity dated October 14, 2020 and executed by our Controlling Shareholders in favor of our Company (for ourselves and as trustee for our subsidiaries), details of which are set out in the section headed “Statutory and general information — D. Other information — 1. Tax and other indemnities” in Appendix IV to this prospectus
“Deed of Non-Competition”	the deed of non-competition dated October 14, 2020 and executed by our Controlling Shareholders in favor of our Company (for ourselves and as trustee for our subsidiaries), details of which are set out in the section headed “Relationship with Controlling Shareholders — Deed of Non-Competition” in this prospectus
“Director(s)” or “our Director(s)”	director(s) of our Company
“Distribution”	the conditional special dividend declared by the board of KWG Holdings on October 7, 2020 to be satisfied by way of a distribution in specie of an aggregate of 1,589,025,505 Shares to the Qualifying KWG Shareholders, subject to the satisfaction of the conditions described in the section headed “The Spin-off and Distribution” in this prospectus

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## DEFINITIONS

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“EIT”	the PRC enterprise income tax
“EIT Law”	the Enterprise Income Tax Law of the PRC (中華人民共和國企業所得稅法), enacted on March 16, 2007, effective from January 1, 2008 and amended on February 24, 2017 and December 29, 2018, respectively by the SCNPC
“Ever Thriving”	Ever Thriving Developments Limited (恒昌發展有限公司), a company incorporated in the BVI with limited liability on October 29, 2018 and an indirect wholly-owned subsidiary of our Company
“Excel Wave”	Excel Wave Investments Limited (卓濤投資有限公司), a company incorporated in the BVI with limited liability on April 10, 2008, which is wholly owned by Mr. Kong Jiantao and is one of our Controlling Shareholders
“Extreme Conditions”	extreme conditions caused by a super typhoon as announced by the government of Hong Kong
“Fast Choice”	Fast Choice Group Limited (迅擇集團有限公司), a company incorporated in the BVI with limited liability on May 10, 2006 and an indirect wholly-owned subsidiary of KWG Holdings
“Forever Fame”	Forever Fame Enterprises Limited (永譽企業有限公司), a company incorporated in the BVI with limited liability on July 30, 2019 and an indirect wholly-owned subsidiary of our Company
“Fuxin Property”	Guangzhou Fuxin Property Management Co., Ltd.* (廣州市富馨物業管理有限公司), a company established in the PRC with limited liability on June 23, 2003 and an indirect wholly-owned subsidiary of our Company
“Fuyu Property”	Guangzhou Fuyu Property Management Services Company Limited* (廣州市富愉物業服務有限公司), a company established in the PRC with limited liability on January 9, 2019 and an indirect wholly-owned subsidiary of our Company
“Gangyu Enterprise”	Guangdong Gangyu Enterprise Management Co., Ltd.* (廣東罡昱企業管理有限責任公司), a company established in the PRC with limited liability on January 15, 2019 and an indirect wholly-owned subsidiary of our Company
“Global Offering”	the Hong Kong Public Offering and the International Offering
“Gorgeous Chance”	Gorgeous Chance Development Limited (盛昌發展有限公司), a company incorporated in Hong Kong with limited liability on July 20, 2018 and an indirect wholly-owned subsidiary of our Company
“GREEN Application Form(s)”	the application form(s) to be completed by the <b>White Form eIPO</b> Service Provider, Computershare Hong Kong Investor Services Limited



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## DEFINITIONS

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“Group”, “our Group”, “we”, “our” or “us”	our Company and our subsidiaries or, where the context so requires, in respect of the period before our Company became the holding company of our present subsidiaries, the business operated by such subsidiaries or their predecessors (as the case may be)
“Guanli Property”	Guangzhou Guanli Property Agency Company Limited* (廣州市冠力置業代理有限公司), a company established in the PRC with limited liability on March 7, 2019 and an indirect wholly-owned subsidiary of our Company
“Guanyu Property”	Guangzhou Guanyu Property Agency Co., Ltd.* (廣州市冠裕置業代理有限公司), a company established in the PRC with limited liability on September 8, 2015 and was a wholly-owned subsidiary of our Group immediately before its disposal on December 25, 2019
“Happy Clear”	Happy Clear Consultants Limited (悅明顧問有限公司), a company incorporated in the BVI with limited liability on May 18, 2006 and a direct wholly-owned subsidiary of KWG Holdings
“Happy Harmony”	Happy Harmony International Limited (美和國際有限公司), a company incorporated in the BVI with limited liability on July 23, 2019 and is owned as to 100% by Mr. Tsui Kam Tim, the general manager of the investment department and senior consultant of our Group
“Hejing Youhuo”	Guangdong Hejing Youhuo Holdings Group Co., Ltd. * (廣東省合景悠活控股集團有限公司) (formerly known as Guangdong Hejing Youhuo Commercial Services Management Co., Ltd.* (廣東省合景悠活商業服務管理有限公司)), a company established in the PRC with limited liability on October 17, 2019 and an indirect wholly-owned subsidiary of our Company
“Hero Fine”	Hero Fine Group Limited (英明集團有限公司), a company incorporated in the BVI with limited liability on October 25, 2007, which is wholly owned by Mr. Kong Jianmin and is one of our Controlling Shareholders
“HKSCC”	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
“HKSCC Nominees”	HKSCC Nominees Limited, a wholly-owned subsidiary of HKSCC
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong dollars” or “HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong Offer Shares”	the 38,340,000 Shares being initially offered by our Company for subscription at the Offer Price pursuant to the Hong Kong Public Offering, subject to reallocation as described in the section headed “Structure of the Global Offering” in this prospectus

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## DEFINITIONS

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“Hong Kong Public Offering”	the offer of the Hong Kong Offer Shares for subscription by the public in Hong Kong at the Offer Price on and subject to the terms and conditions described in this prospectus and the Application Forms, as further described in the section headed “Structure of the Global Offering” in this prospectus
“Hong Kong Share Registrar”	Computershare Hong Kong Investor Services Limited
“Hong Kong Underwriters”	the underwriters of the Hong Kong Public Offering listed in the section headed “Underwriting — Hong Kong Underwriters” in this prospectus
“Hong Kong Underwriting Agreement”	the underwriting agreement dated October 16, 2020 relating to the Hong Kong Public Offering and entered into by, among others, the Joint Sponsors, the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters), our Company and our Controlling Shareholders, as further described in the section headed “Underwriting — Underwriting Agreement and Expenses” in this prospectus
“HKFRSs”	Hong Kong Financial Reporting Standards issued by the HKICPA
“HKICPA”	Hong Kong Institute of Certified Public Accountants
“Huanyu Property”	Guangzhou Huanyu Property Management Co., Ltd.* (廣州環譽物業管理有限公司), a company established in the PRC with limited liability on September 17, 2020 and an indirect non-wholly-owned subsidiary of our Company
“Independent Third Party(ies)”	person(s) or company(ies) and their respective ultimate beneficial owner(s), who/which, to the best of our Directors’ knowledge, information and belief, having made all reasonable enquiries, is/are not connected with our Company or our connected persons as defined under the Listing Rules
“International Offer Shares”	the 345,044,000 Shares being initially offered by our Company for subscription at the Offer Price pursuant to the International Offering, together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option, subject to reallocation as described in the section headed “Structure of the Global Offering” in this prospectus
“International Offering”	the offer of the International Offer Shares by the International Underwriters at the Offer Price outside the United States in offshore transactions in reliance on Regulation S, as further described in the section headed “Structure of the Global Offering” in this prospectus
“International Underwriters”	the group of underwriters, led by the Joint Representatives, that is expected to enter into the International Underwriting Agreement to underwrite the International Offering

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## DEFINITIONS

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“International Underwriting Agreement”	the international underwriting agreement relating to the International Offering which is expected to be entered into by, among others, the Joint Sponsors, the Joint Representatives (for themselves and on behalf of the International Underwriters), our Company and our Controlling Shareholders on or about the Price Determination Date, as further described in the section headed “Underwriting — International Offering — International Underwriting Agreement” in this prospectus
“Jiangtianyue Property”	Meishan Jiangtianyue Property Management Co., Ltd.* (眉山市江天樾物業管理有限公司), a company established in the PRC with limited liability on October 17, 2019 and an indirect wholly-owned subsidiary of our Company
“JLL”	Jones Lang LaSalle Corporate Appraisal and Advisory Limited, our industry consultant and independent valuer
“JLL Report”	an industry research report prepared by JLL
“Joint Bookrunners”	ABCI Capital Limited, Huatai Financial Holdings (Hong Kong) Limited, China International Capital Corporation Hong Kong Securities Limited, Credit Suisse (Hong Kong) Limited, Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering only), Morgan Stanley & Co. International plc (in relation to the International Offering only), BOCI Asia Limited, CGS-CIMB Securities (Hong Kong) Limited, CLSA Limited, CRIC Securities Company Limited, HeungKong Securities Limited
“Joint Global Coordinators”	ABCI Capital Limited, Huatai Financial Holdings (Hong Kong) Limited, China International Capital Corporation Hong Kong Securities Limited, Credit Suisse (Hong Kong) Limited and Morgan Stanley Asia Limited
“Joint Lead Managers”	ABCI Securities Company Limited, Huatai Financial Holdings (Hong Kong) Limited, China International Capital Corporation Hong Kong Securities Limited, Credit Suisse (Hong Kong) Limited, Morgan Stanley Asia Limited (in relation to the Hong Kong Public Offering only), Morgan Stanley & Co. International plc (in relation to the International Offering only), BOCI Asia Limited, CGS-CIMB Securities (Hong Kong) Limited, CLSA Limited, CRIC Securities Company Limited, HeungKong Securities Limited
“Joint Representatives”	ABCI Capital Limited and Huatai Financial Holdings (Hong Kong) Limited
“Joint Sponsors”	ABCI Capital Limited and Huatai Financial Holdings (Hong Kong) Limited

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## DEFINITIONS

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“Kaizhi Property”	Hangzhou Kaizhi Property Management Co., Ltd.* (杭州凱智物業管理有限公司), a company established in the PRC with limited liability on April 19, 2016 and was deregistered on May 11, 2020. Prior to the deregistration, Kaizhi Property was owned as to 50% by Ningjun Property and 50% by Zhejiang Caigen Information Technology Co., Ltd.* (浙江菜根信息科技有限公司), an Independent Third Party
“KWG Group”	KWG Holdings and its subsidiaries
“KWG Holdings”	KWG Group Holdings Limited (合景泰富集團控股有限公司) (formerly known as KWG Property Holding Limited (合景泰富地產控股有限公司) and, prior to that, KWG Property Limited) (stock code: 1813), an exempted company incorporated in the Cayman Islands with limited liability on July 28, 2006, the shares of which are listed on the Main Board
“KWG PRC Stock Connect Investor(s)”	the PRC southbound trading investor(s) through Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect who hold KWG Shares through ChinaClear as nominee
“KWG Shareholders”	holders of the KWG Shares
“KWG Shares”	shares of a par value of HK\$0.10 each in the share capital of KWG Holdings
“KWG Living (HK)”	KWG Living Group (Hong Kong) Company Limited (合景悠活集團(香港)有限公司) (formerly known as KWG ULife Group (Hong Kong) Company Limited (合景悠活集團(香港)有限公司) and, prior to that, Asia Leader Development Limited (利英發展有限公司)), a company incorporated in Hong Kong with limited liability on September 12, 2019 and an indirect wholly-owned subsidiary of our Company
“Latest Practicable Date”	October 11, 2020, being the latest practicable date for the purpose of ascertaining certain information in this prospectus prior to its publication
“Liheng Commercial”	Guangzhou Liheng Commercial Management Company Limited* (廣州市利恒商業管理有限公司), a company established in the PRC with limited liability on June 20, 2019 and an indirect wholly-owned subsidiary of our Company
“Lijun Property”	Guangzhou Lijun Property Management Company Limited* (廣州市利隽物業管理有限公司), a company established in the PRC with limited liability on June 26, 2019 and an indirect wholly-owned subsidiary of our Company
“Listing”	the listing of the Shares in the Main Board
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange

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## DEFINITIONS

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“Listing Date”	the date on which dealings in the Shares on the Main Board first commence
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“M&A Rules”	the Rules on the Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (關於外國投資者併購境內企業的規定), jointly issued by the State-owned Assets Supervision and Administration Commission (國務院國有資產監督管理委員會), MOFCOM, SAT, SAIC, CSRC and SAFE on August 8, 2006 and amended by MOFCOM on June 22, 2009
“Main Board”	the stock exchange (excluding the option market) operated by the Stock Exchange which is independent from and operated in parallel with GEM of the Stock Exchange
“Memorandum” or “Memorandum of Association”	the amended and restated memorandum of association of our Company, conditionally adopted on October 9, 2020, and which will come into effect upon Listing, a summary of which is set out in the section headed “Summary of the Constitution of our Company and Cayman Islands Companies Law” in Appendix III to this prospectus, as amended from time to time
“MOFCOM”	the Ministry of Commerce of the PRC (中華人民共和國商務部)
“MOHURD” or “Ministry of Construction”	the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) or its predecessor, the Ministry of Construction of the PRC (中華人民共和國建設部)
“NDRC”	the National Development and Reform Commission of the PRC (中華人民共和國國家發展和改革委員會)
“Ningjun Property”	Guangzhou Ningjun Property Management Company Limited* (廣州市寧駿物業管理有限公司), a company established in the PRC with limited liability on May 13, 2004 and an indirect wholly-owned subsidiary of our Company
“Nomination Committee”	the nomination committee of the Board
“NPC”	the National People’s Congress of the PRC (中華人民共和國全國人民代表大會)
“Offer Price”	the final offer price per Offer Share (exclusive of brokerage of 1.0%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) of not more than HK\$8.13 and expected to be not less than HK\$7.00, at which the Offer Shares are to be subscribed pursuant to the Global Offering and to be determined in the manner further described in the section headed “Structure of the Global Offering — Pricing and Allocation” in this prospectus

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## DEFINITIONS

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“Offer Shares”	the Hong Kong Offer Shares and the International Offer Shares together with, where relevant, any additional Shares which may be issued by our Company pursuant to the exercise of the Over-allotment Option
“Over-allotment Option”	the option expected to be granted by our Company to the International Underwriters, exercisable by the Joint Representatives (on behalf of the International Underwriters), pursuant to which our Company may be required to issue and allot up to an aggregate of 57,507,000 Shares at the Offer Price to cover over-allocations in the International Offering, if any, as further described in the section headed “Structure of the Global Offering” in this prospectus
“PBOC”	the People’s Bank of China (中國人民銀行), the central bank of the PRC
“Peace Kind”	Peace Kind Investments Limited (和康投資有限公司), a company incorporated in the BVI with limited liability on October 10, 2018, which is wholly owned by Mr. Kong Jiannan and is one of our Controlling Shareholders
“Plus Earn”	Plus Earn Consultants Limited (晉得顧問有限公司), a company incorporated in the BVI with limited liability on May 18, 2006, which is wholly owned by Mr. Kong Jianmin and is one of our Controlling Shareholders
“Preferential Offering”	the preferential offering to the Qualifying KWG Shareholders of 70,623,355 Reserved Shares (representing approximately 18.4% of the Offer Shares initially being offered under the Global Offering) in the form of the Assured Entitlement out of the Shares offered under the International Offering at the Offer Price, as further described in the section headed “Structure of the Global Offering” in this prospectus and subject to the terms and conditions stated in this prospectus and in the <b>BLUE</b> Application Form
“PRC Company Law”	Company Law of the PRC (中華人民共和國公司法), as amended and adopted by the Standing Committee of the Tenth National People’s Congress on October 27, 2005 and effective on January 1, 2006 and further amended on December 28, 2013 and effective on March 1, 2014, as amended, supplemented and otherwise modified from time to time
“PRC Government”	the central government of the PRC and all governmental subdivisions (including provincial, municipal and other regional or local government entities) and organizations of such government or, as the context requires, any of them
“PRC Legal Advisor”	Jingtian & Gongcheng, legal advisor to our Company on PRC laws in connection with the Global Offering

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## DEFINITIONS

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“Price Determination Agreement”	the agreement to be entered into by the Joint Representatives (on behalf of the Underwriters) and our Company on the Price Determination Date to record and fix the Offer Price
“Price Determination Date”	the date, expected to be on or about October 22, 2020, on which the Offer Price will be determined, or such later time as the Joint Representatives (on behalf of the Underwriters) and our Company may agree, but in any event, not later than October 28, 2020
“Principal Share Registrar”	Conyers Trust Company (Cayman) Limited
“Province” or “province”	each being a province or, where the context requires, a provincial level autonomous region or municipality under the direct supervision of the PRC Government
“Qualifying KWG Shareholders”	KWG Shareholders whose names appear on the register of members of KWG Holdings as of 4:30 p.m. on the Record Date
“Regulation S”	Regulation S under the U.S. Securities Act
“Renminbi” or “RMB”	the lawful currency of the PRC
“Record Date”	October 9, 2020, being the record date for ascertaining the entitlement of the KWG Shareholders to the Distribution and the Assured Entitlement of Qualifying KWG Shareholders to the Reserved Shares
“Remuneration Committee”	the remuneration committee of the Board
“Reorganization”	the reorganization of our Group in preparation of the Listing, details of which are set out in the section headed “History, Reorganization and Corporate Structure — Reorganization” in this prospectus
“Reserved Shares”	the 70,623,355 Shares being offered to the Qualifying KWG Shareholders as the Assured Entitlement pursuant to the Preferential Offering at the Offer Price, representing approximately 18.4% of the Offer Shares being offered under the Global Offering (without taking into account any Shares which may be issued and allotted pursuant to the Over-allotment Option) which are to be allocated out of the Shares being offered under the International Offering
“Right Rich”	Right Rich Consultants Limited (正富顧問有限公司), a company incorporated in the BVI with limited liability on April 21, 2006, which is wholly owned by Mr. Kong Jiantao and is one of our Controlling Shareholders
“Rising Wave”	Rising Wave Enterprises Limited (昇濤企業有限公司), a company incorporated in the BVI with limited liability on May 12, 2006 and an indirect wholly-owned subsidiary of KWG Holdings



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## DEFINITIONS

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“Robust Profit”	Robust Profit Enterprises Limited (建利企業有限公司), a company incorporated in the BVI with limited liability on July 2, 2019 and a direct wholly-owned subsidiary of our Company
“SAFE”	the State Administration of Foreign Exchange of the PRC (中華人民共和國國家外匯管理局)
“SAIC”	the State Administration for Industry and Commerce of the PRC (中國國家工商行政管理總局), including, as the context may require, its local counterparts, which was merged into SAMR
“SAMR”	the State Administration for Market Regulation of the PRC (中國國家市場監督管理總局)
“SAT”	the State Administration of Taxation of the PRC (中華人民共和國國家稅務總局)
“SCNPC”	the Standing Committee of the NPC
“Securities and Futures Commission” or “SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) with nominal value of HK\$0.01 each in the share capital of our Company, which are to be traded in Hong Kong dollars and listed on the Main Board
“Shareholder(s)”	holder(s) of the Share(s)
“Spin-off”	the spin-off of our Company by way of Listing to be effected by the Distribution and the Global Offering (including the Preferential Offering)
“Stabilizing Manager”	ABCI Securities Company Limited
“State Council”	the State Council of the PRC (中華人民共和國國務院)
“Stock Borrowing Agreement”	the stock borrowing agreement expected to be entered into between Happy Harmony and the Stabilizing Manager on or about the Price Determination Date
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning ascribed to it under the Listing Rules
“substantial shareholder(s)”	has the meaning ascribed to it under the Listing Rules



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## DEFINITIONS

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“Total Super”	Total Super Investments Limited (皓凱投資有限公司), a company incorporated in Hong Kong with limited liability on November 6, 2007 and an indirect wholly-owned subsidiary of KWG Holdings
“Track Record Period”	the period comprising the three years ended December 31, 2017, 2018, 2019 and the four months ended April 30, 2020
“Ultimate Controlling Shareholders”	Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan
“Underwriters”	the Hong Kong Underwriters and the International Underwriters
“Underwriting Agreements”	the Hong Kong Underwriting Agreement and the International Underwriting Agreement
“United States”, “USA” or “U.S.”	the United States of America, its territories, its possessions and all areas subject to its jurisdiction
“U.S. Government”	the federal government of the United States, including its executive, legislative and judicial branches
“U.S. Securities Act”	the United States Securities Act of 1933, as amended and supplemented or otherwise modified from time to time, and the rules and regulations promulgated thereunder
“US\$”, “USD” or “\$”	U.S. dollars, the lawful currency of the United States
“VAT”	the PRC value-added tax
“Wealth Express”	Wealth Express Investments Limited (富迅投資有限公司), a company incorporated in the BVI with limited liability on October 3, 2012, which is wholly owned by Mr. Kong Jiantao and is one of our Controlling Shareholders
“ <b>WHITE</b> Application Form(s)”	the application form(s) for the Hong Kong Offer Shares for use by the public who require(s) such Hong Kong Offer Shares to be issued in the applicant’s/applicants’ own name(s)
“ <b>White Form eIPO</b> ”	the application for Hong Kong Offer Shares to be issued in the applicant’s own name by submitting applications online through the designated website of the <b>White Form eIPO</b> Service Provider at <a href="http://www.eipo.com.hk">www.eipo.com.hk</a>
“ <b>White Form eIPO</b> Service Provider”	Computershare Hong Kong Investor Services Limited

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## DEFINITIONS

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“Xingyu Property”	Foshan Xingyu Property Management Co., Ltd.* (佛山市星譽物業管理有限公司), a company established in the PRC with limited liability on December 3, 2008 and an indirect non-wholly owned subsidiary of our Company which is owned as to 60% by our Group and 40% by Foshan Xingfu Investment Co., Ltd.* (佛山市星富投資有限公司), an Independent Third Party (save for its interest in Xingyu Property)
“YELLOW Application Form(s)”	the application form(s) for the Hong Kong Offer Shares for use by the public who require(s) such Hong Kong Offer Shares to be deposited directly into CCASS
“Yijia Chuangsheng”	Guangzhou Yijia Chuangsheng Property Management Co., Ltd.* (廣州宜家創生物業管理有限公司) (formerly known as Guangzhou Yijia Chuangsheng Property Management Co., Ltd.* (廣州市宜家創生物業管理有限公司) and Guangzhou Tianbai Property Management Co., Ltd.* (廣州市天柏物業管理有限公司)), a company established in the PRC with limited liability on July 13, 2000 and an indirect wholly-owned subsidiary of our Company
“%”	per cent

*Unless the content otherwise requires, references to “2017,” “2018” and “2019” in this prospectus refer to our financial year ended December 31 of such year.*

*Certain amounts and percentage figures included in this prospectus were subjected to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.*

*The English translation of PRC entities, enterprises, nationals, facilities and regulations in Chinese or another language in this prospectus is for identification purposes only. To the extent that there is any inconsistency between the Chinese names of PRC entities, enterprises, nationals, facilities and regulations and their English translations, the Chinese names shall prevail.*

\* For identification purposes only

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## GLOSSARY

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*This glossary of technical terms contains terms used in this prospectus in connection with us and our business. Some of these terms and their meanings may not correspond to standard industry meanings or usage of such terms.*

“average property management fee(s)”	calculated as the sum of the property management fees collected during a specified period divided by the weighted average GFA based on which we charge property management fee during that same period
“bid win rate”	the aggregate number of bids we won in a period divided by the aggregate number of bids we submitted in the same period
“CAGR”	compound annual growth rate
“commercial property(ies)”	for purposes of this prospectus, properties which are used primarily for commercial purposes, mainly include office buildings, shopping malls and to a lesser extent, industrial parks but excluding hotels
“commission basis”	a revenue-generating model whereby we collect a percentage of the total amount of property management fees that our customers pay on a monthly basis
“common area(s)”	common areas in residential properties such as lobbies, hallways, stairways, car parks, elevators and gardens, among others
“contracted GFA”	GFA managed or to be managed by our Group for which we have entered into relevant residential property and commercial property management service contracts
“first-tier cities”	cities specified by the Rising Lab of Yicai (第一財經新一線城市研究所) as such, being Beijing, Shanghai, Guangzhou and Shenzhen in 2020
“new first-tier cities”	cities initially specified by the Rising Lab of Yicai (第一財經新一線城市研究所) since 2013 as such, being Chengdu, Hangzhou, Chongqing, Wuhan, Xi’an, Suzhou, Tianjin, Nanjing, Changsha, Zhengzhou, Dongguan, Qingdao, Shenyang, Hefei and Foshan in 2020, according to the Rising Lab of Yicai (第一財經新一線城市研究所). According to JLL, the term “new first-tier cities” was initially specified by the Rising Lab of Yicai (第一財經新一線城市研究所) in 2013, which issued the “Ranking of Cities’ Business Attractiveness in China (城市商業魅力排行榜)” based on different dimensions such as concentration of business resources, city centralization, activity of citizens, diversity of lifestyle, among others. The Rising Lab of Yicai (第一財經新一線城市研究所) released the list of China’s new first-tier cities in 2013, 2016, 2017, 2018, 2019 and 2020. According to JLL, Yicai (第一財經) is affiliated to Shanghai Media Group, which is one of the PRC largest media and cultural conglomerates with global influence and a complete portfolio of media and related businesses. According to JLL, the term “new first-tier cities” has also been cited by many well-known authorities such as Xinhua News Agency (新華通訊社) and China Daily (中國日報)

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## GLOSSARY

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“GFA”	gross floor area
“GFA under management”	GFA of properties that have been delivered, or are ready to be delivered by property developers, to property owners, for which we are already collecting property management fees in relation to contractual obligations to provide our services
“Internet”	international network that links together computers and allows data to be transferred between each computer using the TCP/IP protocols
“lump sum basis”	a revenue-generating model for our property management business line whereby we charge property developers, property owners and residents a pre-determined property management fee per sq.m. for all units (whether sold or unsold) on a monthly basis which represents the “all-inclusive” fees for all of the property management services provided by our employees and subcontractors
“mid- to high-end properties”	properties for which property management fees charged are above market average for the same types of properties in the same area, locality, city or region for purpose of this prospectus
“QR code”	abbreviated from Quick Response Code, a type of dot matrix barcode that can be read by a two-dimensional barcode scanner or a smart phone, which translates the dots into various types of characters
“renewal rate”	the number of property management service contracts successfully renewed through the signing of new contracts during the relevant period divided by the total number of property management service contracts expired (without taking into account the number of contracts to which we continue to provide property management services upon expiry without entering into a renewal contract) during the same period
“residential communities” or “residential property(ies)”	properties which are purely residential or mixed-use properties containing residential units and ancillary facilities that are non-residential in nature such as commercial or office units but excluding pure commercial properties

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## GLOSSARY

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“retention rate”	$\text{retention rate} = \frac{(A + B + C + D)}{(A + B + C + D + E)}$ <p>A = the number of newly engaged contracts during the relevant period</p> <p>B = the number of contracts renewed upon expiry during the relevant period</p> <p>C = the number of contracts to which we continue to provide property management services upon expiry without entering into a renewal contract during the relevant period</p> <p>D = the number of contracts that hasn't expired and remained effective during the relevant period</p> <p>E = the number of projects we ceased to provide property management services during the relevant period</p>
“second-tier cities”	the 30 major cities specified by the Rising Lab of Yicai (第一財經新線城市研究院) in 2020
“sq.m.”	square meter(s)
“the Greater Bay Area”	the Guangdong-Hong Kong-Macao Greater Bay Area, a geographical region in China including Guangzhou, Shenzhen, Zhuhai, Foshan, Huizhou, Dongguan, Zhongshan, Jiangmen, Zhaoqing, the Special Administrative Regions of Hong Kong and Macao for purposes of this prospectus
“Top 100 Property Management Companies”	an annual ranking of China-based property management companies by overall competitiveness published by CIA and China Property Management Institution based on a number of key indicators, including management scale, operational performance, service quality, growth potential and social responsibility

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## FORWARD-LOOKING STATEMENTS

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This prospectus contains certain forward-looking statements and information relating to our Company and its subsidiaries that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this prospectus, the words “aim”, “anticipate”, “believe”, “can”, “continue”, “could”, “forecast”, “expect”, “going forward”, “intend”, “ought to”, “may”, “might”, “plan”, “potential”, “predict”, “project”, “seek”, “should”, “will”, “would” and the negative of these words and other similar expressions, as they relate to our Group or our management, are intended to identify forward-looking statements. Such statements reflect the current views of our management with respect to future events, operations, liquidity and capital resources, some of which may not materialize or may change. These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this prospectus. You are strongly cautioned that reliance on any forward-looking statements involves known and unknown risks and uncertainties. The risks and uncertainties facing our Company which could affect the accuracy of forward-looking statements include, but are not limited to, the following:

- our business prospects;
- future developments, trends and conditions in the industry and markets in which we operate;
- our business strategies and plans to achieve these strategies;
- our ability to identify and integrate suitable acquisition targets;
- general economic, political and business conditions in the markets in which we operate;
- changes to the regulatory environment and general outlook in the industry and markets in which we operate;
- the effects of the global financial markets and economic crisis;
- our ability to reduce costs;
- our dividend policy;
- the amount and nature of, and potential for, future development of our business;
- capital market developments;
- the actions and developments of our competitors;
- changes or volatility in interest rates, foreign exchange rates, equity prices or other rates or prices in the industry and markets in which we operate;
- certain statements in “Financial Information” with respect to trends in prices, volumes, operations, margins, overall market trends, risk management and exchange rates; and
- other statements in this prospectus that are not historical facts.

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## FORWARD-LOOKING STATEMENTS

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This prospectus also contains market data and projects that are based on a number of assumptions. The markets may not grow at the rates projected by the market data, or at all. The failure of the markets to grow at the projected rates may materially and adversely affect our business and the market price of our Shares. In addition, due to the rapidly changing nature of the PRC economy and the property management industry, projections or estimates relating to the growth prospects or future conditions of the markets are subject to significant uncertainties. If any of the assumptions underlying the market data prove to be incorrect, actual results may differ from the projections based on these assumptions. You should not place undue reliance on these forward-looking statements.

We do not guarantee that the transactions and events described in the forward-looking statements in this prospectus will happen as described, or at all. Actual outcomes may differ materially from the information contained in the forward-looking statements as a result of a number of factors, including, without limitation, the risks and uncertainties set forth in the section entitled “Risk Factors” in this prospectus. You should read this prospectus in its entirety and with the understanding that actual future results may be materially different from what we expect. The forward-looking statements made in this prospectus relate only to events as of the date on which the statements are made or, if obtained from third-party studies or reports, the dates of the respective studies or reports. Since we operate in an evolving environment where new risks or uncertainties may emerge from time to time, you should not rely upon forward-looking statements as predictions of future events. We undertake no obligation, beyond what is required by law, to update any forward-looking statement to reflect events or circumstances after the date on which the statement is made, even when our situation may have changed.



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## RISK FACTORS

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*An investment in our Shares involves various risks. You should carefully consider the following information about risks, together with the other information contained in this prospectus, including our combined financial statements and related notes, before you decide to purchase our Shares. If any of the circumstances or events described below actually arises or occurs, our business, results of operations, financial position and prospects would likely suffer. In any such case, the market price of our Shares could decline, and you may lose all or part of your investment. You should also pay particular attention to the fact that our subsidiaries in China are located in a legal and regulatory environment that in some respects differ significantly from that of other countries. For more information concerning the PRC legal and regulatory system and certain related matters discussed below, see “Regulatory Overview” in this prospectus.*

*We believe that there are certain risks and uncertainties involved in our operations, some of which are beyond our control. We have categorized these risks and uncertainties into: (i) risks relating to our business and industry; (ii) risks relating to conducting business in the PRC; (iii) risks relating to the Spin-off and Global Offering. Additional risks and uncertainties that are not presently known to us or that we currently deem immaterial may develop and become material and could also harm our businesses, financial position and results of operations.*

### **RISKS RELATING TO OUR BUSINESS AND INDUSTRY**

**Our future growth may not materialize as planned, and our future business expansions into new geographic regions may subject us to new rules and regulations which may have material adverse effect on our business, financial position and results of operations.**

We have been seeking to expand our business since our inception through organic growth as well as acquisitions of other property management companies and seek cooperation with third-party property developers. As of December 31, 2017, 2018, 2019 and April 30, 2020, the properties which we were contracted to manage had an aggregate contracted GFA of approximately 17.7 million sq.m., 24.7 million sq.m., 34.1 million sq.m. and 34.4 million sq.m., respectively.

We seek to continue to expand through increasing the total contracted GFA and the number of properties we manage in existing and new markets, including properties developed by KWG Group and its joint ventures, associates or other related parties and third-party property developers. However, our expansion plans are based upon our assessment of market prospects. We cannot assure you that our assessment will prove to be correct or that we can grow our business as planned. Our expansion plans may be affected by a number of factors, most of which are beyond our control. Such factors include:

- changes in China’s economic condition in general and the real estate market in particular;
- changes in disposable personal income in the PRC;
- changes in government regulations or policies;
- changes in the supply of and demand for property management and value-added services;
- our ability to develop and strengthen collaborative relationship with property developers and property owners in addition to KWG Group;
- our ability to generate sufficient liquidity internally and obtain external financing;

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## RISK FACTORS

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- our ability to recruit and train competent employees;
- our ability to select and work with suitable subcontractors and suppliers;
- our ability to understand the needs of residents in the properties where we provide property management services;
- our ability to diversify our service offering and to optimize our business mix;
- our ability to adapt to new markets where we have no prior experience including our ability to adapt to the administrative, regulatory and tax environments in such markets;
- our ability to solidify our market position in existing market and our ability to leverage our brand names and to compete successfully in new markets, particularly against the incumbent players in such markets who might have more resources and experience than us; and
- our ability to improve our administrative, technical, operational and financial infrastructure.

We cannot assure you that our future growth will materialize or that we will be able to manage our future growth effectively, and failure to do so may have a material adverse effect on our business, financial position and results of operations.

**Our future acquisitions of or investment in other property management companies may not be successful and we may face difficulties in integrating acquired operations with our existing business.**

We plan to continue to evaluate opportunities to acquire other property management companies and other businesses that are complementary to our existing business and integrate their operations into our business. However, we cannot assure you that we will be able to identify suitable opportunities.

Even if we manage to identify suitable opportunities, we may not be able to complete the acquisitions on terms favorable or acceptable to us, in a timely manner, or at all. The inability to identify suitable acquisition targets or complete acquisitions could materially and adversely affect our competitiveness and growth prospects.

Acquisitions that we complete also involve uncertainties and risks, including, without limitation:

- inability to apply our business model or standardized business processes on the acquisition targets;
- failure to achieve the intended objectives, benefits or revenue-enhancing opportunities;
- assumption of debt and liabilities of the acquired companies, some of which may not have been revealed during the due diligence process; and
- diversion of resources and management attention.

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## RISK FACTORS

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Approximately 60%, or HK\$1,653.3 million, of the net proceeds raised from the Global Offering will be used to pursue selective strategic investment and acquisition opportunities and further develop strategic alliances. See “Future Plans and Use of Proceeds — Use of Proceeds” in this prospectus for details. If we fail to identify suitable acquisition opportunities or our future acquisition transactions fail to consummate for other reasons which may be beyond our control, our proceeds from the Global Offering may not be effectively used.

Moreover, we may require additional cash resources to finance our continued growth or other future developments, including any investments or acquisitions we may decide to pursue. To the extent that our funding requirements exceed our financial resources, we will be required to seek additional financing or to defer planned expenditures. Furthermore, if we raise additional funds through equity or equity-linked financings, your equity interest in our Company may be diluted. Alternatively, if we raise additional funds by incurring debt obligations, we may be subject to various covenants under the relevant debt instruments that may, among other things, restrict our ability to pay dividends or obtain additional financing. Servicing such debt obligations could also be burdensome to our operations. If we fail to service such debt obligations or are unable to comply with any of these covenants, we could be in default under such debt obligations and our liquidity and financial condition could be materially and adversely affected.

**A substantial portion of our revenue is generated from property management services we provide in relation to KWG Group’s property development projects and a significant portion of our revenue is generated from KWG Group and its joint ventures, associates and other related parties as the ultimate paying customers.**

During the Track Record Period, a substantial portion of our property management service contracts were related to the management of properties developed by KWG Group and its joint ventures, associates or other related parties. In 2017, 2018, 2019 and the four months ended April 30, 2020, revenue generated from property management services provided to the properties developed by KWG Group and its joint ventures, associates or other related parties accounted for 100%, 100%, 91.8% and 90.2%, respectively, of our revenue generated from property management services.

In each of 2017, 2018, 2019 and the four months ended April 30, 2020, our bid win rate with respect to properties developed by KWG Group and its joint ventures, associates or other related parties was 100%, respectively, and our business scaled up in concert with the expansion of KWG Group. During the Track Record Period, we managed all of the properties solely developed by KWG Group. As of December 31, 2017, 2018 and 2019 and April 30, 2020, we managed approximately 60.4%, 63.1%, 57.8% and 57.0% of the total GFA of residential properties jointly developed by KWG Group and other property developers through KWG Group’s joint ventures, associates or other related parties. As of the same dates, we managed approximately 23.3%, 44.4%, 47.6% and 47.6% of the total GFA of commercial properties jointly developed by KWG Group and other property developers through KWG Group’s joint ventures, associates or other related parties. See “Relationship with Controlling Shareholders — Our Business Relationship with KWG Group” for details. These joint ventures, associates and other related parties were formed between KWG Group and other third-party property developers with which KWG Group decided to establish cooperative relationship from a strategic and business expansion standpoint. Generally, all parties in such joint ventures or associates may reach an agreement on which party to take the leading role in the business operation pursuant to the relevant joint venture arrangement and such arrangement may be affected by various factors, including but not limited to, the location or type of the properties and brand reception of the property developers from the local property buyers. However, we do not have control over KWG Group or its joint ventures, associates and other related parties’ management

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## RISK FACTORS

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strategy, any measures that the PRC government may adopt to further regulate the property market, or the macro-economic or other factors that affect the business operations and prospects of KWG Group.

In addition, in 2017, 2018, 2019 and the four months ended April 30, 2020, the revenue generated from KWG Group and its joint ventures, associates and other related parties as the ultimate paying customers accounted for 31.6%, 41.6%, 47.0% and 50.1%, respectively, of the total revenue.

The rapid increase in the amount of revenue generated from services provided to KWG Group and its joint ventures, associates or other related parties was mainly attributable to the facts that (i) we provided commercial operational services to KWG Group and its joint ventures, associates or other related parties with respect to four newly opened shopping malls in 2018; (ii) our revenue generated from pre-sale management services provided to KWG Group and its joint ventures, associates or other related parties increased as the number of properties delivered by them increased over the years; and (iii) in 2019, we diversified our community value-added services to include property agency services provided to property developers, which consist of KWG Group and its joint ventures, associates or other related parties as ultimate paying customers for their newly developed properties.

Upon completion of the Spin-off and the Listing, KWG Group will not retain any interest in our issued share capital and we will no longer be a subsidiary of KWG Group. Our bid win rate with respect to properties developed by KWG Group may drop in the future as a result of the Spin-off after which we will cease to be a subsidiary of the KWG Group. We would lose business opportunities if KWG Group suffers adverse developments that materially affect its property development efforts. There is no assurance that we will be able to procure property management service contracts from alternative sources to make up for the shortfall in a timely manner or on favorable terms. We also cannot guarantee that we will be successful in any efforts to diversify our customer base. In addition, in the event that KWG Group does not take the leading role in its joint ventures, associates or other related parties, there is no assurance that we will be able to secure all or any of the engagements with KWG Group's joint ventures, associates or other related parties or successfully renew all or any of our property management service contracts with KWG Group and its joint ventures, associates or other related parties upon their expiration. Should any of these events occur, we may experience a material adverse effect on our results of operations, financial position and growth prospects.

**We generated revenue from property management services primarily on a lump sum basis. We may be subject to losses if we fail to estimate or control our costs in performing our property management services.**

We generated a substantial amount of revenue from property management services on a lump sum basis during the Track Record Period. Our revenue generated from residential property management services contracts on a lump sum basis represented 98.2%, 97.8%, 97.4% and 97.7%, respectively, of the total revenue from property management services under our residential property management service segment in 2017, 2018, 2019 and the four months ended April 30, 2020. Our revenue generated from commercial property management services contracts on a lump sum basis represented 87.9%, 92.9%, 91.9% and 94.4%, respectively, of the total revenue from property management services under our commercial property management and operational service segment in 2017, 2018, 2019 and the four months ended April 30, 2020. On a lump sum basis, we charge property management fees at a pre-determined fixed lump sum price monthly or quarterly, representing "all-inclusive" fees for the property management services provided. These property

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## RISK FACTORS

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management fees do not change with the actual amount of property management costs we incur. We recognize as revenue the full amount of property management fees we charge to the property owners, property developers, tenants and residents, and recognize as our cost of sales the actual costs we incur in connection with rendering our services. Our profitability depends on our ability to estimate or control our costs in performing our property management services. See “Business — Residential Property Management Services — Residential Property Management Service Fees — Service Fees Charged for Property Management Services Provided to Residential Properties — Property Management Fees Charged on a Lump Sum Basis”, “Business — Commercial Property Management and Operational Services — Commercial Property Management and Operational Service Fees — Service Fees Charged for Property Management Services Provided to Commercial Properties — Property Management Fees Charged on a Lump Sum Basis” and “Financial Information — Description of Certain Components of Our Combined Statements of Profit or Loss — Gross Profit and Gross Profit Margin” in this prospectus for details.

In the event that the amount of property management fees that we charge is insufficient to cover all the costs for property management service we incur, we are not entitled to collect the shortfall from the relevant property owners, property developers, tenants and residents. As a result, we may suffer losses. We incurred loss in an aggregate amount of RMB10.0 million, RMB8.5 million, RMB7.8 million and RMB0.7 million, respectively, with respect to 17, 13, 14 and five properties (taking into account both residential and commercial properties), respectively, which were managed on a lump sum basis for 2017, 2018, 2019 and the four months ended April 30, 2020. The aggregate revenue generated from such loss-making properties was RMB69.3 million, RMB55.2 million, RMB45.5 million and RMB3.4 million, respectively, for 2017, 2018, 2019 and the four months ended April 30, 2020, representing 14.9%, 8.4%, 4.0% and 0.8%, respectively, of our total revenue for the same periods.

If we are unable to raise property management fees to fully cover the property management costs we incur, we would seek to cut costs with a view to reducing the loss. However, our ability to mitigate against such losses through cost-saving initiatives such as operation automation measures to reduce labor costs and energy-saving measures to reduce energy costs may not be successful, and our cost-saving efforts may negatively affect the quality of our property management services, which in turn would further reduce the owners’ willingness to pay us the property management fees.

**A significant portion of our operations are concentrated in the Greater Bay Area, and we are susceptible to any adverse development in government policies or business environment in this region.**

We focus on cities with high population densities in economically developed regions, and a significant portion of our operations are concentrated in the Greater Bay Area. As of December 31, 2017, 2018, 2019 and April 30, 2020, our aggregate contracted GFA (including both residential and commercial properties) amounted to approximately 6.4 million sq.m., 8.1 million sq.m., 14.2 million sq.m. and 14.2 million sq.m., respectively, of properties in the Greater Bay Area, accounting for 36.3%, 32.9%, 41.6% and 41.2%, respectively, of our aggregate contracted GFA (including both residential and commercial properties) as of such dates. The revenue generated from our residential property management services and commercial property management and operational services in the Greater Bay Area contributed 45.6%, 38.4%, 39.9% and 38.6% of our total revenue in 2017, 2018, 2019 and the four months ended April 30, 2020, respectively. Due to such concentration, any adverse development in government policies or business environment in these regions will materially and

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## RISK FACTORS

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adversely affect our business, financial position and results of operations. Our operations rely heavily on the development of the Greater Bay Area in the following factors, most of which are beyond our control:

- changes in the economic condition, the level of economic activity and the real estate market in the Greater Bay Area;
- the future development prospects of the Greater Bay Area;
- changes in government regulations and policies regarding the property management industry in the Greater Bay Area; and
- our ability to compete with other property management companies operating in the Greater Bay Area.

**We have a limited operating history in property agency service businesses.**

We began to provide property agency services to (i) property owners in June 2017 with respect to the second hand properties; and (ii) property developers with respect to newly developed properties in October 2019. We have a short operating history in the property agency service business, and you should consider our prospects in light of the risks, expenses and challenges that we may face as an early-stage company with limited experience operating such business in a competitive market. We may encounter risks and difficulties frequently experienced by early-stage businesses, and such risks and difficulties may be heightened in a rapidly evolving market. For example, we may encounter, including, among others, risk and difficulties regarding our ability to:

- retain customers;
- retain qualified employees;
- maintain effective control of our development as well as operating costs and expenses;
- develop and maintain internal personnel, systems, controls and procedures to comply with the extensive regulatory requirements applicable to the relevant industries;
- respond to competitive market conditions in the relevant industries; and
- respond to changes in the regulatory environment.

Our failure to achieve any of the above may jeopardize our ability to provide our property agency services in the manner we contemplate, which in turn may have a material adverse effect on our business and prospects, financial position, results of operations and liquidity.



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## RISK FACTORS

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**We may fail to secure new or renew our existing property management service contracts on favorable terms, or at all.**

We believe that our ability to expand our portfolio of property management service contracts is key to the sustainable growth of our business. During the Track Record Period, we procured new property management service contracts primarily through tender processes. The selection of a property management company depends on a number of factors, including but not limited to the quality of services, the level of pricing and the operating history of the property management company. Our efforts may be hindered by factors beyond our control, which may include, among others, changes in general economic conditions, evolving government regulations as well as supply and demand dynamics within the property management industry. We cannot assure you that we will be able to procure new property management service contracts in the future on acceptable terms or at all.

We usually enter into preliminary property management service contracts with property developers before the commencement of their property sale. We cannot assure you that we will be able to maintain high success rate in winning such preliminary property management service contracts in relation to property projects developed by KWG Group or other property developers. In addition, such contracts are transitional in nature and facilitate the transfer of legal and actual control of the properties from property developers to property owners. Preliminary property management service contracts typically expire when property owners' associations are established and new property management service contracts have been entered into. As of April 30, 2020, property owners' associations were established in 16 residential communities we contracted to manage, accounting for approximately 9.9% of the total number of residential communities we contracted to manage. As of April 30, 2020, our property management service contracts in respect of both residential and commercial properties with an aggregate contracted GFA of 32.1 million sq.m. did not indicate expiration dates, while the remaining property management service contracts in respect of both residential and commercial properties with an aggregate contracted GFA of 2.3 million sq.m. had terms ranging from one to six years. See "Business — Residential Property Management Services — Contracts Under Our Residential Property Management Services — Residential Property Management Service Contracts" and "Business — Commercial Property Management and Operational Services — Contracts Under Our Commercial Property Management and Operational Services — Commercial Property Management Service Contracts" in this prospectus for details. Further, we cannot assure you that we will be engaged by the property owners' associations to provide property management services upon their establishments. There is no guarantee that property owners' associations will enter into property management service contracts with us instead of our competitors. Our customers select us based on parameters such as quality and cost, and we cannot assure you that we will always be able to balance them on favorable terms for both sides.

Even where we succeed in entering into property management service contracts with property owners' associations, we cannot guarantee that they will be renewed upon expiration. It is also possible that they may be terminated. In such cases, we would no longer be able to provide community value-added services to residential communities who have terminated our engagements, in addition to our property management services.



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## RISK FACTORS

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Below sets forth the retention rates for our residential property management service contracts during the Track Record Period:

	Year ended December 31,			Four months ended April 30,
	2017	2018	2019	2020
	<b>Retention rate<sup>(1)</sup></b>	100%	100%	100%

*Note:*

- (1) We retained 75 out of 75 contracts in 2017, 103 out of 103 contracts in 2018, 159 out of 159 contracts in 2019 and 161 out of 161 contracts in the four months ended April 30, 2020.

Below sets forth the renewal rates for our residential property management service contracts during the Track Record Period:

	Year ended December 31,			Four months ended April 30,
	2017	2018	2019	2020
	<b>Expired</b>	1	Nil	1
<b>Renewed</b>	1	N/A	1	1
<b>Renewal rate</b>	100%	N/A	100%	100%

Below sets forth the retention rates for our residential property management service contracts entered into with KWG Group and its joint ventures, associates or other related parties during the Track Record Period:

	Year ended December 31,			Four months ended April 30,
	2017	2018	2019	2020
	<b>Retention rate<sup>(1)</sup></b>	100%	100%	100%

*Note:*

- (1) We retained 75 out of 75 contracts in 2017, 103 out of 103 contracts in 2018, 135 out of 135 contracts in 2019, 136 out of 136 contracts in the four months ended April 30, 2020.

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## RISK FACTORS

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Below sets forth the renewal rates for our residential property management service contracts entered into with KWG Group and its joint ventures, associates or other related parties during the Track Record Period:

	Year ended December 31,			Four months ended April 30,
	2017	2018	2019	2020
<b>Expired</b>	1	Nil	1	1
<b>Renewed</b>	1	N/A	1	1
<b>Renewal rate</b>	100%	N/A	100%	100%

Below sets forth the retention rates for our commercial property management service contracts during the Track Record Period:

	Year ended December 31,			Four months ended April 30,
	2017	2018	2019	2020
<b>Retention rate<sup>(1)</sup></b>	100%	95.8% <sup>(2)</sup>	100%	100%

*Notes:*

- (1) We retained 17 out of 17 contracts in 2017, 23 out of 24 contracts in 2018, 33 out of 33 contracts in 2019, 34 out of 34 contracts in the four months ended April 30, 2020.
- (2) In 2018, one of the commercial property projects (the “**Project**”) solely developed and owned by KWG Holdings was sold to an Independent Third Party (the “**New Owner**”). Prior to such sale, we provided commercial property management services to the Project through Ningjun Property. After such sale, a company was formed between the New Owner (owned 51% equity interest) and Ningjun Property (owned 49% equity interest) to replace Ningjun Property as the property management service provider of the Project. In light of the foregoing, we consider such project was no longer managed by our Group.

Below sets forth the renewal rates for our commercial property management service contracts during the Track Record Period:

	Year ended December 31,			Four months ended April 30,
	2017	2018	2019	2020
<b>Expired</b>	Nil	2	2	Nil
<b>Renewed</b>	N/A	1	2	N/A
<b>Renewal rate</b>	N/A	50%	100%	N/A

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## RISK FACTORS

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Below sets forth the retention rates for our commercial property management service contracts entered into with KWG Group and its joint ventures, associates or other related parties during the Track Record Period:

	Year ended December 31,			Four months ended April 30,
	2017	2018	2019	2020
<b>Retention rate<sup>(1)</sup></b>	100%	95.8% <sup>(2)</sup>	100%	100%

*Notes:*

- (1) We retained 17 out of 17 contracts in 2017, 23 out of 24 contracts in 2018, 25 out of 25 contracts in 2019, 25 out of 25 contracts in the four months ended April 30, 2020.
  
- (2) In 2018, one of the commercial property projects (the “**Project**”) solely developed and owned by KWG Holdings was sold to an Independent Third Party (the “**New Owner**”). Prior to such sale, we provided commercial property management services to the Project through Ningjun Property. After such sale, a company was formed between the New Owner (owned 51% equity interest) and Ningjun Property (owned 49% equity interest) to replace Ningjun Property as the property management service provider of the Project. In light of the foregoing, we consider such project was no longer managed by our Group.

Below sets forth the renewal rates for our commercial property management service contracts entered into with KWG Group and its joint ventures, associates or other related parties during the Track Record Period:

	Year ended December 31,			Four months ended April 30,
	2017	2018	2019	2020
<b>Expired</b>	Nil	2	1	Nil
<b>Renewed</b>	N/A	1	1	N/A
<b>Renewal Rate</b>	N/A	50%	100%	N/A

The retention rates indicate our ability to retain the overall number of contracts during the relevant period while the renewal rates indicate our ability to renew the specific expired contracts with property owners during the relevant period. See “Glossary” for details. In the event of termination or non-renewal, there is no guarantee that we would be able to find other business opportunities and enter into alternative property management service contracts on favorable terms, or at all. Moreover, as both termination and non-renewal may be detrimental to our reputation, we may experience material adverse effects to our brand value. We believe that our brand value is essential to our ability to procure new property management service contracts. Failure to cultivate our brand value may diminish our competitiveness within the industry.

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## RISK FACTORS

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### **We may need to recognize impairment losses for goodwill recorded in connection with our historical acquisitions.**

In 2019, we acquired Gangyu Enterprise. See “History, Reorganization and Corporate Structure — Acquisitions During the Track Record Period” for details. We recorded goodwill in the amount of RMB134.7 million as of December 31, 2019, in connection with our acquisition of Gangyu Enterprise, which amount accounted for 6.9% of our total assets as of December 31, 2019. This mainly reflects the difference between the total cash consideration of RMB197.5 million paid for Gangyu Enterprise and their total fair value of identifiable net assets attributable to us of RMB62.8 million. See “Financial Information — Description of Certain Items in Our Combined Statements of Financial Position — Goodwill” and Notes 15 and 26 of the Accountants’ Report in Appendix I to this prospectus. We generally test goodwill for impairment annually. Impairment losses are recognized when the carrying amount of an asset exceeds its estimated recoverable amount. In making impairment assessments, estimated future cash flows are discounted to their present value using a pre-tax discount rate reflecting current market assessments of the time value of money and the risks specific to the asset. Changes in the assumptions made with respect to estimated future cash flows or pre-tax discount rates may lower the estimated recoverable amount of an asset in comparison to its carrying amount. However, our ability to generate cash flow from our acquired business will depend on our ability to realize the intended objectives, potential benefits or other revenue-enhancing opportunities that motivated our acquisition of these assets, as well as our ability to effectively integrate their business operations with our own. In the event that we are unsuccessful in achieving the aforementioned, we may have to record impairment losses to our goodwill. This may in turn result in an adverse effect on our financial position and results of operations.

### **Increase in labor costs and subcontracting costs could harm our business and reduce our profitability.**

In 2017, 2018, 2019 and the four months ended April 30, 2020, our labor costs recorded as cost of sales accounted for 55.9%, 54.1%, 56.3% and 58.9%, respectively, of our total cost of sales. During the same periods, our subcontracting costs represented 13.7%, 16.5%, 17.1% and 18.7%, respectively, of our total cost of sales. To maintain and improve our profit margins, it is critical for us to control and reduce our labor costs as well as other operating costs. We face pressure from rising labor and subcontracting cost due to various contributing factors, including but not limited to:

- **increases in minimum wages.** The minimum wages in the regions where we operate have increased substantially in recent years, directly affecting our direct labor costs as well as the fees we pay to our third-party subcontractors.
- **increases in headcount.** As we expand our operations, the headcount of our property management staff, sales and marketing staff and administrative staff will continue to grow. We will also need to retain and continuously recruit qualified employees to meet our growing demand for talent, which will further increase our total headcount. Moreover, as we continue to expand our business scale, we will need a growing number of subcontractors. This increase in headcount also increased other associated costs such as those related to training, social insurance and housing provident funds contributions and quality control measures.

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- **delay in implementing management digitalization, service professionalization, procedure standardization and operation automation.** There is a lapse in time between our commencement of property management services for a particular property and any implementation of our management digitalization, service professionalization, procedure standardization and operation automation measures to that property to reduce labor costs. Before we carry out such measures, our ability to mitigate the impact of labor cost increase is limited.

We cannot assure you that we will be able to control our costs or improve our efficiency. If we cannot achieve this goal, our business, financial position and results of operations may be materially and adversely affected.

**We rely on third-party subcontractors to perform certain property management services and dispatch agencies for provision of labor.**

During the Track Record Period, we delegated certain property management services, primarily including cleaning, gardening and equipment and elevator maintenance services, to third-party subcontractors. In 2017, 2018, 2019 and the four months ended April 30, 2020, subcontracting costs amounted to RMB49.3 million, RMB78.6 million, RMB120.6 million and RMB48.6 million, respectively, accounting for 13.7%, 16.5%, 17.1% and 18.7% of our total cost of sales, respectively. We may not be able to monitor their services as directly and efficiently as with our own services. They may take actions contrary to our or our customers' instructions or requests, or be unable or unwilling to fulfill their obligations. As a result, we may have disputes with our subcontractors, or may be held responsible for their actions, either of which could lead to damages to our reputation, additional expenses and business disruptions and potentially expose us to litigation and damage claims.

We cannot assure you that upon the expiration of our agreements with our current third-party subcontractors we will be able to renew such agreements or find suitable replacements in a timely manner, on terms acceptable to us, or at all.

In addition, if our third-party subcontractors fail to maintain a stable team of qualified manual labor or do not have easy access to a stable supply of qualified manual labor or fail to perform their obligations properly or in a timely manner, the work process may be interrupted. Any interruption to the third-party subcontractors' work process may potentially result in a breach of the contract between our customers and us. Any of such events could materially and adversely affect our service quality, our reputation, as well as our business, financial position and results of operations.

During the Track Record Period, we hired dispatched staff through dispatch agencies at one of our subsidiaries. Historically, a certain percentage of the total number of our workers at one of our subsidiaries were dispatched staff that we hired above the threshold of 10% as required by the Interim Provisions. These dispatched staff were mainly hired for positions with supporting nature. Pursuant to the Interim Provisions on Labor Dispatch (勞務派遣暫行規定) (the "**Interim Provisions**") which came into effect on March 1, 2014, an employer shall strictly control the number of dispatched staff to make sure that it does not exceed 10% of the total number of its workers. In order to reduce the percentage of dispatched staff engaged by us to a level that complies with the Interim Provisions, we are in the process of scaling down our engagements with dispatched staff. As of July 15, 2020, we had completed the rectification process and brought the dispatch staff level within the limit prescribed by the Interim Provisions. See "Business — Employees — Dispatched Staff" for details. As a result, we cannot guarantee if we can have sufficient workers to perform different types of property management services after reducing our reliance on dispatched staff at this subsidiary.

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**We may not be able to collect property management fees from property owners and property developers and as a result, may incur impairment losses on receivables.**

We may encounter difficulties in collecting property management fees from property owners especially in communities where the vacancy rate is relatively high. Even though we seek to collect overdue property management fees through a number of collection measures, we cannot assure you that such measures will be effective or enable us to accurately predict our future collection rate.

Our allowance for impairment of trade receivables amounted to RMB4.2 million, RMB3.9 million, RMB9.1 million and RMB5.9 million as of December 31, 2017, 2018, 2019 and April 30, 2020, respectively. Our collection rate for property management fees (including residential and commercial properties), calculated as a percentage of the property management fees cumulatively collected by the end of the relevant period of the corresponding total property management fees receivable for the same period, was 80.0%, 79.6%, 77.6% and 73.0%, respectively, in 2017, 2018, 2019 and the four months ended April 30, 2020. In addition, our collection rate for property management fees (including residential and commercial properties) due from Independent Third Parties, calculated as a percentage of the property management fees cumulatively collected from Independent Third Parties by the end of the relevant period of the corresponding total property management fees receivable from Independent Third Parties for the same period, was 85.3%, 87.6%, 88.9% and 83.4%, respectively, during the same periods. In 2017, 2018, 2019 and the four months ended April 30, 2020, our trade receivable turnover days of related parties were 263, 260, 242 and 283 days, respectively, and our trade receivable turnover days of Independent Third Parties were 79, 76, 63 and 83 days, respectively. The trade receivables due from our related parties as of December 31, 2019 had been fully settled as of September 30, 2020 and going forward our related parties will settle the trade receivables in accordance with the credit terms granted, which are comparable to the credit periods granted to our Independent Third Party customers. See “Financial Information — Description of Certain Items in Our Combined Statements of Financial Position — Trade Receivables” in this prospectus for details. Although our management’s estimates and the related assumptions have been made in accordance with information available to us, such estimates or assumptions may need to be adjusted if new information becomes known. See “Financial Information — Key Sources of Estimation Uncertainty — Provision for Expected Credit Losses on Trade Receivables and Other Receivables” in this prospectus for details. In the event that the actual recoverability is lower than expected, or that our past allowance for impairment of trade receivables becomes insufficient in light of any new information, we may need to provide for an additional allowance for impairment of trade receivables, which may in turn materially and adversely affect our business, financial position and results of operations.

In addition, before allowance for impairment of trade receivables, our trade receivables were RMB219.4 million, RMB330.6 million, RMB576.4 million and RMB712.9 million as of December 31, 2017, 2018, 2019 and April 30, 2020, respectively, the increase of which was primarily due to our business expansion.

Delays in receiving payments from, or non-payment by property developers, property owners, tenants and residents would adversely affect our cash flow position and our ability to meet our working capital requirements.

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**The collection of our trade receivables is subject to seasonal fluctuations.**

We experienced seasonal fluctuations in the collection of our trade receivables during the Track Record Period and expect to continue experiencing such seasonal fluctuations going forward. Property owners, tenants and residents tend to settle outstanding property management fee balances toward the second half of the year, especially near the end of the year. In general, our trade receivable amounts increase throughout the year and decrease toward the end of the year when property owners, tenants, and residents clear their outstanding property management fee balances. Seasonal fluctuations in our collection rates and trade receivables require that we manage our liquidity carefully so as to provide our business with adequate cash for operations. Any inability to ensure adequate liquidity may hamper our ability to expand and grow our operations, which could in turn adversely affect our business, financial position and results of operations.

**Some of our residential property management service contracts may have been obtained without going through the required tender and bidding process.**

We had entered into 32 preliminary property management service contracts in respect of residential properties with property developers (among which 24 were entered into with KWG Group and its joint ventures, associates or other related parties and eight were entered into with third-party property developers) which did not go through the tender and bidding process as required under PRC laws and regulations and the compulsory requirement of relevant local authorities (the “**Relevant Property Management Projects**”) during the Track Record Period. The total contracted GFA of the Relevant Property Management Projects accounted for 13.5% of our total contracted GFA as of April 30, 2020. Revenue generated from the Relevant Property Management Projects amounted to RMB104.8 million, RMB127.2 million, RMB203.2 million and RMB58.5 million in 2017, 2018, 2019 and the four months ended April 30, 2020, respectively, representing 22.6%, 19.3%, 18.1% and 13.7% of our total revenue during the same periods. For further details, see “Business — Residential Property Management Services — Contracts Under Our Residential Property Management Services — The Tender Process” in this prospectus.

The lack of a tender and bidding process for the selection of property management service providers for the aforementioned preliminary property management service contracts was not caused by us but by the relevant property developers. According to the relevant PRC laws and regulations, the property developers shall engage the property management service providers to provide preliminary property management services by going through the tender process. As advised by our PRC Legal Advisor, there are no specific laws and regulations in the PRC which set out administrative penalties upon property management service providers for failing to enter into preliminary management service contracts through a tender and bidding process. Nonetheless, if the local government requires the relevant property developer to rectify within a prescribed period, the relevant property developer may need to organize a tender and bidding process to select a property management service provider for their developed projects. In the case that we do not win the tender and bidding, we may not continue our property management services for the relevant projects and, as a result, our revenue and business may be negatively impacted.

**Some of our lease agreements were not registered with the relevant government authorities and, as a result, we might be subject to administrative fines.**

According to applicable PRC administrative regulations, the lessor and the lessee of a lease agreement are required to file the lease agreement with relevant governmental authorities within 30 days after the execution of the lease agreement. If the filing is not made, the governmental authorities may require that the filing be made within a stated period of time, failing which, they may impose a fine ranging from RMB1,000 to RMB10,000 for each agreement that has not been properly filed.



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As of the Latest Practicable Date, we had not filed ten lease agreements for the properties we leased with the local housing administration authorities as required under PRC laws and regulations, primarily due to non-cooperation of the relevant landlords and the lack of title certificates. According to applicable PRC administrative regulations, lessors of the related leases need to provide us with certain documents (such as their business licenses or personal identification information) in order to complete the administrative filing. There can be no assurance that the lessors of our leased properties will be cooperative in the process of completing the filings. As advised by our PRC Legal Advisor, we might be ordered to rectify this non-filing by competent authorities and if we fail to rectify within a prescribed period, a penalty of RMB1,000 to RMB10,000 per agreement may be imposed on us as a result of such non-filing. As such, the estimated maximum amount of penalty for our failure to file these lease agreements is approximately RMB100,000.

In the event that we are required by the competent authorities to register the lease agreements but the relevant landlords do not cooperate, we may be subject to fines for the failure to register the lease agreements, which could disrupt our financial conditions and results of operations.

**Our profitability may fluctuate as we managed more properties developed by third-party property developers.**

During the Track Record Period, our gross profit margin from property management for properties developed by KWG Group and its joint ventures, associates or other related parties were generally higher than that for the properties developed by third-party property developers, primarily as the average property management fee rate of the residential properties developed by KWG Group and its joint ventures, associates or other related parties was generally higher than that of the residential properties developed by third-party property developers. During the Track Record Period, the gross profit margin of our commercial property management and operational services for properties developed by KWG Group and its joint ventures, associates or other related parties was also generally higher than that for the properties developed by third-party property developers, primarily attributable to the different type of services we provided and the different type of properties we managed. See “Financial Information — Description of Certain Components of our Combined Statements of Profit or Loss — Gross Profit and Gross Profit Margin” in this prospectus for more details. Since April 30, 2020 and up to the Latest Practicable Date, as a continuous effort to further diversify our revenue source and reduce reliance on KWG Group and its joint ventures, associates or other related parties, we had entered into contracts to provide cleaning and gardening services, under subcontracting arrangements for third-party property management companies with respect to 12 residential properties and four commercial properties developed by third-party property developers with an aggregated contracted GFA of approximately 2.8 million sq.m. The expected gross profit margin for these subcontracting arrangements is generally lower than that of our residential property management services. See “Financial Information — Recent Developments and No Material Adverse Change” for details.

We have adopted and will continue to adopt measures to reduce reliance on the properties developed by KWG Group and its joint ventures, associates or other related parties by seeking more property management service or subcontracting service engagements for properties developed by third-party property developers by ways of acquisitions, biddings or fee quotations. We, however, cannot guarantee that our gross profit margin for providing property management or subcontracting services to properties developed by third-party property developers will be comparable to or more

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favorable than that for properties developed by KWG Group and its joint ventures, associates or other related parties. If we were successful in securing more property management service or subcontracting service engagements from independent third party developers, there is no assurance that such new engagements will have a positive impact on our overall gross profit margin and profitability.

**Our cash position may be adversely affected as we may be required to refund property management fees collected in advance due to our inability to honor obligations with respect to our contract liabilities.**

As of December 31, 2017, 2018 and 2019 and April 30, 2020, our contract liabilities, amounted to RMB52.0 million, RMB54.1 million, RMB77.0 million and RMB93.7 million, respectively, which primarily represent receipts in advance from customers for our property management services. See “Financial Information — Description of Certain Items in our Combined Statements of Financial Position — Contract Liabilities” in this prospectus for more details.

We may not be able to honor obligations with respect to our contract liabilities when our property management contracts are unexpectedly terminated, since property owners’ association may vote to engage other property management service providers. In the event that we are unable to honor obligations to provide property management services due to the aforementioned scenarios, we may be required to refund a portion of our property management fees and our cash position may be materially and adversely affected.

**We may fail to recover all payments on behalf of property owners of the properties managed on a commission basis.**

In 2017, 2018, 2019 and the four months ended April 30, 2020, revenue generated from our property management services provided to residential properties on a commission basis accounted for 1.8%, 2.2%, 2.6% and 2.3%, respectively, of our total revenue from property management services under our residential property management service segment. During the same period, revenue generated from our commercial property management services on a commission basis represented 12.1%, 7.1%, 8.1% and 5.6%, respectively, of our total revenue from commercial property management services under commercial property management and operational service segment. When we are contracted to manage properties on a commission basis, we essentially act as an agent of the property owners. As of the end of a reporting period, if the working capital of a community accumulated in our treasury function is insufficient to cover the expenses the community has incurred and paid through our treasury function to arrange for property management services at the relevant community, the shortfall is recognized as prepayments, other receivables and other assets subject to impairment. As of December 31, 2017, 2018, 2019 and April 30, 2020, such shortfall amounted to RMB31.9 million, RMB49.9 million, RMB64.0 million and RMB67.4 million, respectively. As of August 31, 2020, RMB31.9 million, RMB49.9 million, RMB48.7 million and RMB34.3 million of the shortfall as of December 31, 2017, 2018, 2019 and April 30, 2020, representing 100.0%, 100.0%, 76.1% and 50.9%, respectively, had been subsequently recovered. Management estimation is required to determine whether the community has the ability to settle the payments on behalf of residents. We take into consideration a number of indicators to determine whether there is objective evidence of credit loss on payments on behalf of residents, including, among others, (i) subsequent settlement status; (ii) historical write-off experience of payments on behalf of residents; (iii) the financial performance of the underlying communities (such as profitability trend, cash receipts from residents by respective community during each reporting period, and cash payments to settle communities’ account payables); and (iv) future cash flow from the communities. Some of the payments on behalf of residents may have lower recoverability if the relevant communities have poor financial performance. For instance, if a significant number of

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communities consistently carry account payables which are significantly higher than their receivables, their financial and liquidity positions may deteriorate, which in turn may affect the recoverability of our payments on behalf of residents attributable to them. For the balances that our management believes may not be recovered within a reasonable time, we write such balances off as an impairment of trade receivables. See “Financial Information — Significant Accounting Policies — Financial Assets — Impairment of Financial Assets” in this prospectus for details.

Although our management’s estimation or the related assumptions have been made according to information available to us currently, such estimation or assumptions may need to be adjusted if new information comes up. In the event that the actual recoverability is lower than expected, or our past allowance on bad debt becomes insufficient in light of new information, we may need to make more allowance on bad debt, which in turn may materially and adversely affect our business, financial position and results of operations.

**Our historical results may not be indicative of our future prospects and results of operations.**

Although we experienced fast revenue and profit growth during the Track Record Period, we cannot assure you that we can sustain such growth in the future. Our profitability depends partially on our ability to control costs and operating expenses, which may increase as our business expands. There is no guarantee that we will continue to be able to increase the number of our property management service contracts or total GFA under management, nor that we will be able to succeed in our business development efforts going forward. In addition, our gross profit and gross profit margin of pre-sale management services and property management services with respect to residential properties increased rapidly during the Track Record Period mainly attributable to, among other factors, cost saving through the economies of scale for property management projects concentrated in the Greater Bay Area and Yangtze River Delta Area, which were mainly obtained from KWG Group and its joint ventures, associates or other related parties. However, we may not experience the same extent of growth in the future as we expand our portfolio to cover more residential properties developed by Independent Third Parties or those located in different geographical regions in the PRC as the benefits of scale from proximity are less likely to be realized. Moreover, we will continue to face challenges related to rising labor and subcontracting costs and intensive competition for employees and business opportunities. The effects of changing regulatory, economic or other factors beyond our control may also have material adverse effects on our business. Thus, investors should not rely on our historical results of operations to predict our future financial performance.

**Accidents in our business may expose us to liability and reputational risk.**

Accidents may occur during the course of our business. We provide repair and maintenance services to property developers and the properties we manage through our own employees and third-party subcontractors. Work injuries may occur during the ordinary course of our business. For example, repair and maintenance services performed by our employees or subcontractors may involve the handling of tools and machinery that carry the inherent occupational risk of accidents. Hence, we are exposed to risks in relation to work safety, including but not limited to claims for injuries, fatal or otherwise, sustained by our employees or subcontractors. Such occurrences may also damage our reputation within the property management industry. We may also experience business disruptions and be required to implement additional safety measures or modify our business model as a result of any governmental or other investigations. To the extent that we incur additional costs, we may suffer material adverse effects to our business, financial position, results of operations and brand value. In addition, we are exposed to claims that may arise due to employees’ or third-party subcontractors’ negligence or recklessness when performing repair and maintenance

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services. We may be held liable for the injuries or deaths of employees, subcontractors, residents or others. We may also experience interruptions to our business and may be required to change the manner in which we operate as a result of governmental investigations or the implementation of safety measures upon occurrence of accidents. Any of the foregoing could adversely affect our reputation, business, financial position and results of operations.

### **We face certain risks associated with the outbreak of COVID-19.**

The recent outbreak of COVID-19, which may have first appeared in late 2019, continues to spread globally. The new strain of COVID-19 is considered highly contagious and may pose a serious threat to public health. On January 23, 2020, the PRC government announced the lockdown of Wuhan city in an attempt to quarantine the city. Since then, draconian measures including travel restrictions had been imposed in other major cities in the PRC in an effort to contain the COVID-19 outbreak. On March 12, 2020, the WHO declared the outbreak of COVID-19 a pandemic. COVID-19 had subsequently spread to more than a hundred countries and territories globally and death toll and number of infected cases continued to rise. The outbreak, which may result in a high number of fatalities, is likely to have an adverse impact on the livelihood of the people in and the economy of the PRC. To prevent further transmission of COVID-19, the PRC Government had adopted a series of measures in the first half of 2020 nationwide, including among others, locking down certain cities, restrictions on enterprises from resuming work, traffic control, travel bans, management and control over commencement schedules of construction in new and exiting construction sites. The outlook of the property market, economy slowdown and/or negative business sentiment could potentially have an indirect impact on the property management market and our business operation and financial condition may be adversely affected. As of April 30, 2020, we managed one residential property in Ezhou, Hubei province with a GFA under management of approximately 63,227 sq.m., representing approximately 0.3% of our total GFA under management. In addition, there were certain confirmed cases of COVID-19 at our managed residential properties. Therefore, we are subject to certain risks, which include, among others:

- we may not be able to collect property management fees from property developers, property owners and residents in cities subject to lockdown due to COVID-19 as scheduled on time in the near future;
- we may not be able to provide on-site services, including certain community value-added services such as butler services in the near future and our pre-sale management services at the property sales office may be affected;
- we may not be able to further expand in other cities subject to lockdown due to COVID-19 in the near future as planned and our tender or bidding process may be postponed which may adversely affect our business expansion;
- any transmission within the community under our management may harm our reputation;
- we may incur extra costs in relation to our precautionary measures and disinfection works carried out by us which may result in losses under our lump sum charge;
- the delivery of properties for which we have been contracted to provide property management services may be delayed; and

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- we may be required to quarantine some or all of our employees, or disinfect the community to prevent the spread of the disease if any of our employees were suspected of contracting or contracted an epidemic disease.

The occurrence of any of the above event may adversely affect our operations and results of operations. The overseas patients who visit the cities in which we operate may affect the local population and our local operations. Furthermore, such adverse epidemics may severely affect and restrict the level of economic activity in China as the government in each region we operate may impose regulatory or administrative measures quarantining affected areas or other measures to control the outbreak of the infectious disease, which together with the disruption of business in major industries may adversely affect the overall business sentiment and environment in China, which in turn may lead to slower overall economic growth in China and the world. In response to the COVID-19 pandemic, governments across the world have imposed travel restrictions and/or lockdown to contain its transmission. As the pandemic continues to spread worldwide, more countries may impose similar or more severe containment measures. There is no assurance that the current containment measures will be effective in halting the pandemic. The current containment measures and any future containment measure may, however, adversely and materially affect the manufacturing, exports and imports and consumption of goods and services globally. The reduction in demand and supply may adversely and materially affect economic growth globally. Any contraction or slowdown in the economic growth of China and the world could adversely affect our business, financial condition, results of operations and growth prospects.

**We are in a highly competitive business and we may not compete successfully against existing and new competitors.**

The PRC property management industry is highly competitive and fragmented. See “Industry Overview — Competitive Landscape” in this prospectus for details. Our major competitors include large national, regional and local property management companies. Competition may intensify as our competitors expand their product or service offerings or as new competitors enter our existing or new markets. We believe that we compete with our competitors on a number of factors, primarily including business scale, brand recognition, financial resources, price and service quality. Our competitors may have better track records, longer operating histories, greater financial, technical, sales, marketing, distribution and other resources, greater brand recognition and larger customer bases. As a result, these competitors may be able to devote more resources to the development, promotion, sale, and support of their services. In addition to competition from established companies, emerging companies may enter our existing or new markets. The emerging companies may have stronger capital resources, greater expertise in management and human resources and greater financial, technical, and public relations resources than we do.

We believe our current success can be partially attributed to our standardization of operations in providing our property management services. We plan to optimize our service standardization practice to enhance the quality and consistency of our services, improve our on-site service teams’ efficiency and reduce our costs. Our competitors may emulate our business model, and we may lose a competitive advantage that has distinguished ourselves from our competitors. If we do not compete successfully against existing and new competitors, our business, financial position, results of operations and prospects may be materially and adversely affected.

Furthermore, we may lose property developer clients who decide to enter into the property management business themselves, which will also intensify competition in the market. We seek to have large and reputable property developers as our clients, and such clients may develop their own



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property management businesses and provide property management services in-house. In such event, we may lose future business from such property developers, and our business, results of operations and financial position could be materially and adversely affected.

**There are uncertainties about the recoverability of our deferred tax assets, which could adversely affect our results of operations.**

We recorded deferred tax assets of RMB9.4 million, RMB11.7 million, RMB19.0 million and RMB19.5 million, respectively, as of December 31, 2017, 2018, 2019 and April 30, 2020. We periodically assess the probability of the realization of deferred tax assets, using significant judgments and estimates with respect to, among other things, historical operating results, expectations of future earnings and tax planning strategies. In particular, deferred tax assets can only be recognized to the extent that it is probable that future taxable profits will be available against which the unused tax credits can be utilized. However, there is no assurance that our expectation of future earnings could be accurate due to factors beyond our control, such as general economic conditions and negative development of the regulatory environment, in which case, we may not be able to recover our deferred tax assets which thereby could have an adverse effect on our results of operations.

**We are exposed to risks associated with the use of third-party online payment platforms.**

We accept payments via various methods, including but not limited to online payments through third-party platforms such as WeChat Pay and Alipay. Transactions conducted through WeChat Pay and Alipay involve the transmission of confidential information such as credit card numbers, personal information and billing addresses over public networks. However, we do not have control over the security measures taken by providers of these third-party platforms. In the event that the security and integrity of these third-party platforms are compromised, we may experience material adverse effects on our ability to process property management fees. We may also be perceived as partially responsible for failures to secure personal information and be subjected to claims alleging possible liability brought by our customers. Such legal proceedings may damage our reputation and harm our brand value. Furthermore, the PRC Government may yet promulgate new laws and policies to regulate the use of third-party online payment platforms, and such measures may increase our compliance and operational costs, for example by requiring that we pay higher transaction fees.

**Interruptions and security risks to our IT systems and failure to upgrade our management systems may result in disruption of our operations.**

We rely on our information technology systems to manage key operational functions such as processing financial data and facilitating communications. Moreover, we have built an integrated command platform to standardize and intelligentize our operations, flatten our management structure and improve operational efficiency. To facilitate our business development, we need to continuously maintain and upgrade our systems to meet evolving requirements of our operations and customer needs and preferences. However, we may fail to upgrade our information technology systems according to customer needs and market demands. Moreover, we cannot assure you that damages or interruptions caused by power outages, computer viruses, hardware and software failures, telecommunication failures, fires, natural disasters, security breaches and other similar occurrences relating to our information systems will not occur going forward. We may incur significant costs in restoring any damaged information technology systems. Failures in or disruptions to our information technology systems and loss or leakage of confidential information could cause transaction errors, processing inefficiencies and the loss of customers and sales. We may thus experience adverse effects on our business and results of operations.

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**Failure to protect confidential information of our customers and our network against security breaches, any actual or perceived failure by us or third parties to comply with applicable data protection laws and regulations or privacy policies could harm our business, financial condition and results of operations.**

We collect, store and process personal and other sensitive data of our customers, such as addresses and phone numbers. Our security measures may be breached due to employee error, malfeasance, system errors or vulnerabilities, or otherwise. Outside parties may also attempt to fraudulently induce employees to disclose sensitive information in order to gain access to our data or our customers' data. While we have taken steps to protect the confidential information that we have access to, our security measures could be breached. Because techniques used to sabotage or obtain unauthorized access to systems change frequently and generally are not recognized until they are launched against a target, we may be unable to anticipate these techniques or to implement adequate preventative measures. Any accidental or willful security breaches or other unauthorized access to our platforms could cause confidential customer information to be stolen and used for unlawful purposes. Security breaches or unauthorized access to confidential information could also expose us to liability related to the loss of the information, time-consuming and expensive litigation and negative publicity.

Under the Cyber Security Law of the People's Republic of China (《中華人民共和國網絡安全法》) (promulgated by the SCNPC on November 7, 2016, came into effect on June 1, 2017) (the "Cyber Security Law"), network operators are generally obligated to protect their networks against disruption, damage or unauthorized access, and to prevent data leakage, theft or tampering. In addition, they will also be subject to specific rules depending on their classification under the multi-level network security protection scheme. With respect to personal information protection, the Cyber Security Law requires network operators not to disclose, tamper with or damage personal information collected or generated in the business operation, and they are obligated to delete unlawfully collected information and to amend incorrect information. In addition, network operators may not collect, use or provide personal information to others without consent. Moreover, on July 16, 2013, the Ministry of Industry and Information Technology of the PRC (中華人民共和國工業和信息化部) ("the "MIIT") promulgated the Provisions on Protection of Personal Information of Telecommunication and Internet Users (《電信和互聯網用戶個人信息保護規定》), which became effective on September 1, 2013, to regulate the collection and use of personal information of users in the provision of telecommunication service and Internet information services. These laws and regulations are relatively new and evolving, and their interpretation and enforcement involve significant uncertainties. The evolving PRC regulations regarding (i) data collection, usage and transfer; and (ii) cyber security may lead to future restrictions and the establishment of new regulatory agencies, and we may bear more legal responsibilities and compliance costs, which may have an adverse effect on our prospects. If security measures are breached because of third-party action, employee error, malfeasance or otherwise, or if design flaws in our technology infrastructure are exposed and exploited, our reputation and brands could be severely damaged and we could incur significant liability, and our business, financial condition and results of operations could be adversely affected.

**Damage to the communal areas of our managed properties may adversely affect our business, financial position and results of operations.**

The communal areas of the properties we manage may suffer damage due to causes beyond our control, including but not limited to natural disasters, accidents or intentional damage. Although PRC law mandates that each residential community establishes a special fund to pay the repair and maintenance costs of communal areas, there is no guarantee that there will be sufficient sums in those special funds. Where the damage is caused by natural disasters such as earthquakes, floods or



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typhoons, or accidents or intentional harm such as fires, the damage caused may be extensive. At times additional resources may have to be allocated to assist police and other governmental authorities in investigating criminal actions that may have been involved.

As a property management service provider, we may be viewed as responsible for restoring the communal areas and assisting any investigative efforts. In the event that there is any shortfall in the special funds necessary to cover all the costs involved, we may have to compensate for the difference with our own resources first and collect the amount of the shortfall from the property owners later. To the extent that our attempts are unsuccessful, we may experience material adverse effects on our business, financial position and results of operations. As we intend to continue growing our business, the likelihood of such occurrences may rise in proportion to any increases in the number of our managed properties.

The communal areas of the communities we manage, such as the lobby, hallway, outdoor open space, stairway, car park, elevator shaft and equipment room, may be damaged or impacted in a variety of ways that are out of our control, including but not limited to natural disasters, residents' intended or unintended actions, and epidemics, such as severe acute respiratory syndrome.

The additional costs we incur due to damage to the communal areas of our properties may increase along with our business growth and geographic expansion. For example, certain areas where we operate may be located on earthquake belt or may be subject to typhoons. Although none of our assets, business, results of operations and financial positions were materially affected during the Track Record Period, we continue to be exposed to such risks that a material number of the properties may suffer damage due to reasons such as natural disasters, epidemics and residents' intended or unintended actions.

**Negative publicity, including adverse information on the internet, about us, our Shareholders and affiliates, our brand and management may have a material adverse effect on our business, reputation and the trading price of our Shares.**

Negative publicity about us, our Shareholders and affiliates, the properties we manage, our brand, management and other aspects of our business operations may arise from time to time. They may appear in the form of comments on internet postings and other media sources, and we cannot assure you that other types of negative publicity will not arise in the future. For example, in the event that we fail to meet our customers' expectations as to the quality of our services, our customers may disseminate negative comments on social media platforms such as WeChat and Weibo. Our subcontractors may also become the subject of negative publicity for various reasons, such as customer complaints about the quality of their services. In the long term, if such negative publicity about us, our Shareholders and affiliates, our brand, management and other aspects of our business operations damage our reputation and result in a loss of customer confidence, it would affect our ability to attract and retain new customers and employees, and our business, financial position, results of operation and prospects would be materially and adversely affected.

**We are exposed to risks associated with failing to detect and prevent fraud, negligence or other misconduct (accidental or otherwise) committed by our employees, subcontractors or third parties.**

We are exposed to risk associated with fraud or other misconduct committed by our employees, subcontractors, agents, customers or other third parties that could subject us to financial losses and sanctions imposed by governmental authorities as well as seriously harm our reputation. For example, theft conducted by third parties may cause us to make compensation if we were held to be negligent or reckless and will also cause us to suffer damage to our reputation in the market.

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Our management information system and internal control procedures are designed to monitor our operations and overall compliance. However, they may be unable to identify non-compliance and/or suspicious transactions in a timely manner, or at all. Further, it is not always possible to detect and prevent fraud and other misconduct, and the precautions we take to prevent and detect such activities may not be effective. There will therefore continue to be the risk that fraud and other misconduct may occur, including negative publicity as a result, which may have an adverse effect on our business, reputation, financial position and results of operations.

**Our success largely depends on the retention of our senior management team and our ability to attract and retain qualified and experienced employees.**

Our continued success depends on the efforts of our senior management team and other key employees. As they possess key connections and industry expertise, losing their services may have a material adverse effect on our business. For example, Mr. Kong Jiannan, our executive Director and chief executive officer, has been responsible for our overall management and operation since 2004. We believe that his insight into and knowledge of our industry, business operations and history have guided and will continue to guide us toward success. In addition, Ms. Kuang Xiaoling, our senior management and the general manager of human resources, has been responsible for the management of human resources and administrative matters of our Group since 2007. We believe their expertise will help us compete more effectively. Should any or all members of our senior management team join or form a competing business with their expertise, connections and full knowledge of our business operations, we may not be able to estimate the extent of and compensate for such damage. If any of our key employees leave and we are unable to promptly hire and integrate a qualified replacement, our business, financial position and results of operations may be materially and adversely affected. In addition, the future growth of our business will depend, in part, on our ability to attract and retain qualified personnel in all aspects of our business, including corporate management and property management personnel. If we are unable to attract and retain these qualified personnel, our growth may be limited and our business, financial position and operating results could be materially and adversely affected.

**We may be involved in intellectual property disputes and claims.**

We currently hold 34 registered trademarks, one copyright, and one domain name and have filed various applications in China for protection of certain aspects of our intellectual property. We rely on and expect to continue to rely on a combination of confidentiality and license agreements, as well as trademark, copyright and domain name protection laws, to protect our proprietary rights. See “Business — Intellectual Property” in this prospectus for details. Nevertheless, these measures afford limited protection. Policing unauthorized use of proprietary information can be difficult and expensive. In addition, enforceability, scope and validity of laws governing intellectual property rights in the PRC are uncertain and still evolving, and could involve substantial risks to us. To our knowledge, the relevant authorities in the PRC historically have not protected intellectual property rights to the same extent as most developed countries. If we were unable to detect unauthorized use of, or take appropriate steps to enforce, our intellectual property rights, it could have a material adverse effect on our business, results of operations and financial position.

Moreover, we may become subject to claims from competitors or third parties alleging intellectual property infringement in our ordinary course of business from time to time. Any claims or legal proceedings brought against us in relation to such issues, with or without merit, could result in substantial costs and divert capital resources and management attention. In the event of an adverse determination, we may be compelled to pay substantial damages or to seek licenses from

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third parties and pay ongoing royalties on unfavorable terms. Moreover, regardless of whether we prevail, intellectual property disputes may damage our brand value and reputation in the eyes of current and potential customers and within our industry.

**We may fail to register for and/or contribute to social insurance and housing provident funds for some of our employees.**

In accordance with applicable PRC laws and regulations, we are obliged to contribute to social insurance and housing provident funds for our employees. During the Track Record Period, we did not fully contribute to certain social insurance and housing provident funds for some of our employees. We have made provisions in the amounts of RMB2.5 million, RMB5.5 million, RMB6.4 million and RMB2.2 million to our combined statements of profit or loss and other comprehensive income in respect of such potential liabilities in 2017, 2018, 2019 and the four months ended April 30, 2020, respectively, for certain of our PRC subsidiaries. As advised by our PRC Legal Advisor, under the Regulations on Administration of Housing Provident Fund (住房公積金管理條例), (i) if we fail to complete housing provident fund registration before the prescribed deadlines, we may be subject to a fine ranging from RMB10,000 to RMB50,000 for each non-compliant subsidiary or branch and (ii) if we fail to pay housing provident fund contributions within the prescribed deadlines, we may be subject to an order by the relevant people's court to make such payments. According to the Social Insurance Law of the PRC (中華人民共和國社會保險法), for outstanding social insurance fund contributions that we did not fully pay within the prescribed deadlines, the relevant PRC authorities may demand that we pay the outstanding social insurance contributions within a stipulated deadline and we may be liable for a late payment fee equal to 0.05% of the outstanding contribution amount for each day of delay; if we fail to make such payments within the stipulated deadline, we may be liable to a fine of one to three times the outstanding contribution amount. See “Business — Employees — Social Insurance and Housing Provident Fund Contributions” in this prospectus for details.

**Our insurance coverage may not sufficiently cover the risks related to our business.**

We cannot assure that our insurance coverage will be sufficient or available to cover damage, liabilities or losses we may incur in the course of our business. Moreover, there are certain losses for which insurance is not available in the PRC on commercially practicable terms, such as losses suffered due to business interruptions, earthquakes, typhoons, flooding, war or civil disorder. If we are held responsible for any such damages, liabilities or losses and there is an insufficiency or unavailability of insurance, there could be a material adverse effect on our business, financial position and results of operations. See “Business — Insurance” in this prospectus for details.

**We may be involved in legal and other disputes and claims or subject to administrative actions from time to time arising out of our operations.**

We may, from time to time, be involved in disputes with and subject to claims by property developers, property owners, tenants and residents as well as local property management companies, to whom we provide property management services. Disputes may also arise if they are dissatisfied with our services. In addition, property owners may take legal action against us if they perceive that our services are inconsistent with our service standards we agreed to. Furthermore, we may from time to time be involved in disputes with and subject to claims by other parties involved in our business, including our third-party subcontractors, suppliers and employees, or other third parties who sustain injuries or damages while visiting properties under our management. All of these disputes and claims may lead to legal or other proceedings or cause negative publicity against us,

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thereby resulting in damage to our reputation, substantial costs and diversion of resources and management's attention from our business activities. Any such dispute, claim or proceeding may have a material adverse effect on our business, financial position and results of operations.

We may be subject to administrative penalties if we fail to comply with applicable regulations and requirements. During the Track Record Period, we had been subject to administrative fine in the total amount of RMB0.6 million for violating certain local regulations in relation to, among others, fire safety and trash handling issues. If similar incidents occur or we fail to comply with applicable regulations in the future, we may be subject to administrative fines or other penalties, and our business and results of operations may be adversely affected.

### **Fluctuations in amounts of tax benefits or government grants may lead to volatility in our profit.**

We enjoy favorable treatment from government authorities in respect of, among other things, tax benefits and government grants on entrepreneurship and achievements in research and development.

Our government grants amounted to nil, nil, RMB0.2 million and RMB1.3 million, or nil, nil, 0.1% and 1.7% of our net profit, for 2017, 2018, 2019 and the four months ended April 30, 2020, respectively. Tax benefits and government grants fluctuated during the Track Record Period because such benefits and grants were subject to the sole discretion of the relevant government authorities. There can be no assurance that we will continue to receive significant amounts of tax benefits or government grants, or at all. Accordingly, we may experience additional fluctuations in our tax benefits and government grants, which may lead to volatility in our profit.

### **We are subject to the regulatory environment and various factors affecting our industry and general economic conditions.**

Our operations are affected by the regulatory environment and measures affecting the PRC residential property management and commercial property management and operational markets. In particular, the fees that property management companies may charge in connection with property management services are strictly regulated and supervised by relevant PRC authorities. See “Regulatory Overview — Laws and Regulations Relating to Property Management Services — Charging of Property Management Enterprises” in this prospectus for details. In December 2014, the National Development and Reform Commission of the PRC issued the Circular of NDRC on the Opinions on Relaxing Price Controls in Certain Services (《國家發展改革委關於放開部分服務價格意見的通知》) (發改價格[2014]2755號) (“the Circular”), which requires property management fees for affordable housing, housing-reform properties and properties in old residential areas and property management fees under preliminary property management service contracts remain subject to price guidance imposed by provincial level price administration departments and the administrative departments of housing and urban-rural development. The Notice on Further Standardization of Property Service Charges (《關於進一步規範物業服務收費的通知》) (粵發改價格函[2019]2897號) issued by the Guangdong Provincial Development and Reform Commission and the Guangdong Provincial Bureau of Housing and Urban-rural Development has taken effect on August 1, 2019. The property management charging standards for which government guidance prices are carried out will be determined by the property management companies and the property owners through negotiation, and will no longer be required to report to the local development and reform commission for filing.

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We expect the price controls on residential properties to be relaxed over time pursuant to the Circular. However, for our operations in certain provinces other than Guangdong province, our property management fees will continue to be subject to price controls until local regulations implementing the Circular are passed. On the other hand, our commercial operational service fees are not subject to price control. However, we cannot guarantee that the PRC Government may not reverse its policy and re-impose limits on property management and commercial operational fees. Generally, pricing control policies may negatively impact our profitability as they restrict the amount of property management fees we may charge. The government-imposed limits on fees, coupled with rising labor and other operating costs, could have a negative impact on our earnings. If properties are managed on a lump sum basis, we may experience a decrease in profit margin. If properties are managed on a commission basis, in the event that the collected fees after deducting the commission are insufficient to cover property management expenses, the property owners are legally responsible for making up for such shortage. There can also be no assurance that we would be able to implement cost-saving measures timely and effectively.

Given the stringent governmental regulations on property management fees, together with the difficulties we may face in obtaining the requisite votes at property owners' meetings, it may be impracticable to collect additional property management fees. We may therefore be forced to reduce costs, so as to strike a balance between collected property management fees and expenditures in relation to service provisions, or write off the uncollected payments on behalf of the residents.

Our business, financial position and results of operations are and will continue to be dependent on various factors affecting the property management industries and general economic conditions, which are beyond our control. For example, limited flexibility in charging property management fees can adversely affect profit margins in the event of rising labor cost. Furthermore, any economic slowdown, recession or other developments in the PRC social, political, economic or legal environment could result in fewer new property development projects, or a decline in the purchasing power of residents living in the communities we manage or provide consultancy services to, resulting in a lower demand for our services and lower revenue and income contribution for us. As such, our business, financial position and results of operations would be materially and adversely affected.

### **We are affected by the PRC government regulations on the PRC real estate industry.**

We generated most of our revenue from our property management services provided to residential and commercial properties during the Track Record Period. The performance of our property management services business is primarily dependent on the total GFA and number of residential communities we manage. As such, our growth in the property management services business is, and will likely continue to be, affected by the PRC government regulations of the real estate industry. For further information on laws and regulations that are applicable to our business, see "Regulatory Overview" in this prospectus.

The PRC Government has implemented a series of measures with a view to controlling the growth of the economy in recent years. In particular, the PRC Government has continued to introduce various restrictive measures to discourage speculation in the real estate market. The government exerts considerable direct and indirect influence on the development of the PRC real estate industry by imposing industry policies and other economic measures, such as control over the supply of land for property development, control of foreign exchange, property financing, taxation and foreign investment. Through these policies and measures, the PRC Government may restrict or reduce property development activities, place limitations on the ability of commercial banks to make loans to property purchasers, impose additional taxes and levies on property sales and affect the delivery schedule and occupancy rates of the properties we service. Any such governmental



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regulations and measures may affect the PRC real estate industry, thus limiting our business growth and resulting in a material adverse effect on our business, financial position and results of operations.

**We may fail to obtain or renew required permits, licenses, certificates or other relevant PRC governmental approvals necessary for our business operations.**

We are required to obtain and maintain certain licenses, permits, certificates and approvals in order to provide property management and certain other services that we currently offer. See “Business — Certificates, Licenses and Permits” in this prospectus for details. We must meet various specific conditions in order for the government authorities to issue or renew any certificate or permit. We cannot guarantee that we will be able to adapt to new rules and regulations that may come into effect from time to time with respect to our services or that we will not encounter material delays or difficulties in fulfilling the necessary conditions to obtain or renew all necessary certificates or permits for our operations in a timely manner, or at all, in the future. Therefore, in the event that we fail to obtain or renew, or encounter significant delays in obtaining or renewing, the necessary government approvals for any of our operations, we will not be able to continue with our development plans, and our business, financial condition and results of operations may be adversely affected.

**We may fail to provide satisfactory services through “CoKWG (一合)” app.**

We provide certain services online through the CoKWG app. However, the CoKWG app is still evolving and may encounter technical problems, security issues, logistical issues or any other unexpected issues. Therefore, we cannot assure you that it will function to our satisfaction, and there can be no assurance that property owners and residents will respond favorably to the CoKWG app. The performance of the CoKWG app may affect the level of satisfaction of our customers and our business, financial condition, results of operations and reputation could be adversely affected.

### RISKS RELATING TO DOING BUSINESS IN CHINA

**We are vulnerable to adverse changes in economic, political and social conditions and government policies in China.**

We manage all of our business operations from our headquarters in Guangzhou. Substantially all of our business assets are located in the PRC and all of our income is derived from the PRC. Accordingly, our financial position, results of operations and prospects are, to a significant degree, subject to the economic, political, social and legal conditions in China. The PRC economy differs from that of most developed countries in many respects, including the extent of government involvement, level of economic development, investment control, resource allocation, growth rate and control over foreign exchange. Before its adoption of reform and open-door policies beginning in 1978, China was primarily a planned economy. Since then, the PRC economy has been transitioning to become a market economy with socialist characteristics.

For approximately four decades, the PRC Government has implemented economic reform measures to utilize market forces in the PRC economy. Many of the reform measures are unprecedented or experimental and are expected to be modified from time to time. Other political, economic and social factors may lead to further readjustment or introduction of other reform measures. This reform process and any changes in laws and regulations or the interpretation or implementation thereof in China may have a material impact on our operations or may adversely affect our financial position and results of operations.

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While the PRC economy has grown significantly in recent years, this growth has been geographically uneven among various sectors of the economy and during different periods. We cannot assure you that the PRC economy will continue to grow, or that if there is growth, such growth will be steady and uniform. Any economic slowdown may materially and adversely affect our business. In the past, the PRC Government has periodically implemented a number of measures intended to slow down certain segments of the economy which the PRC Government believed was overheating. We cannot assure you that the various macroeconomic measures and monetary policies adopted by the PRC Government to guide economic growth and allocate resources will be effective in improving the growth rate of the PRC economy. In addition, such measures, even if they benefit the overall PRC economy in the long term, may reduce demand for our services and therefore materially and adversely affect our business, financial position and results of operations.

China's economic growth may also slow down due to weakened exports as well as recent developments surrounding the trade war with the United States. In 2018, the United States government, under the administration of President Donald J. Trump, imposed several rounds of tariffs on various categories of imports from China, and China responded with similarly sized tariffs on U.S. products in retaliation. The trade war escalated in May 2019, when the United States increased tariffs on US\$200 billion worth of Chinese products from 10% to 25%, and China increased tariffs on US\$60 billion worth of U.S. goods in response. Moreover, since May 2019, the United States has banned six Chinese technology firms from exporting certain sensitive U.S. goods. In August 2019, the U.S. Treasury declared China a currency manipulator. On September 1, 2019, the U.S. implemented further tariffs on more than US\$125 billion worth of Chinese goods. On September 2, 2019, China lodged a complaint in the World Trade Organization against the U.S. over the import tariffs. The rhetoric surrounding the trade war has continued to escalate, and trade negotiations between the two governments, even though ongoing, have not yielded breakthroughs. The amicable resolution of the trade war remains elusive, and the lasting impact it may have on China's economy and the industries in which our Company operate remains uncertain.

**Natural disasters, acts of war, occurrence of epidemics, and other disasters could affect our business and the national and regional economies in the PRC.**

Our business is subject to general economic and social conditions in the PRC. Natural disasters, epidemics such as the human swine flu, also known as Influenza A (H1N1), H5N1 avian flu or severe acute respiratory syndrome ("SARS"), COVID-19, and other natural disasters which are beyond our control may adversely affect the economy, infrastructure and livelihood of the people in the PRC, which in turn may adversely impact domestic consumption and our income. For more details regarding the risks of COVID-19, see "— We face certain risks associated with the outbreak of COVID-19" in this section. Some regions in the PRC, including certain cities where we operate, are under the threat of flood, earthquake, sandstorm, snowstorm, fire, drought or epidemics. Our business, financial position and results of operations may be materially and adversely affected if natural disasters or other such events occur.

For instance, a serious earthquake and its successive aftershocks hit Sichuan Province in May 2008, resulting in tremendous loss of life and injury, as well as destruction of assets in the region. Furthermore, the PRC reported a number of cases of SARS in 2003. Since its outbreak in 2004, there have been reports on occurrences of avian flu in various parts of the PRC, including several confirmed human cases and deaths.



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Any future outbreak of SARS, avian flu, COVID-19 or other similar epidemic may, among others, significantly disrupt our business. An outbreak of infectious disease may also severely restrict the level of economic activity in affected areas, which in turn may have a material and adverse effect on our business, financial position and results of operations.

Moreover, China has experienced natural disasters, including earthquakes, floods, landslides and droughts in the past, resulting in deaths of people, significant economic losses and significant damage to factories, power lines and other properties, as well as blackouts, transportation and communication disruptions and other losses in the affected areas. Any future natural disasters, public health and public security hazards may materially and adversely affect or disrupt our operations. Furthermore, such natural disasters, public health and public security hazards may severely restrict the level of economic activity in affected areas, which may in turn materially and adversely affect our business, results of operations and prospects.

### **Fluctuations in exchange rates may have a material adverse impact on your investment.**

The exchange rate of the Renminbi fluctuates against the Hong Kong dollar, U.S. dollar and other foreign currencies and is affected by, among other factors, the policies of the PRC Government and changes in international and domestic political and economic conditions. From 1995 to July 20, 2005, the conversion of the Renminbi into foreign currencies was based on fixed rates set by the PBOC. However, effective from July 21, 2005, the PRC Government decided to permit the Renminbi to fluctuate within a regulated band based on market supply and demand and by reference to a basket of currencies. On November 30, 2015, the Executive Board of the International Monetary Fund completed a regular five-year review of the basket of currencies that make up the Special Drawing Right and determined that, effective from October 1, 2016, the Renminbi will be included in the Special Drawing Right basket as a fifth currency along with the U.S. dollar, the Euro, the Japanese yen and the British pound. It is difficult to predict how market forces and the PRC Government's policies will continue to impact Renminbi exchange rates going forward. In light of the trend towards Renminbi internationalization, the PRC Government may announce further changes to the exchange rate system, and we cannot assure you that the Renminbi will not appreciate or depreciate significantly in value against the Hong Kong dollar, U.S. dollar or other foreign currencies.

All of our revenue, liabilities and assets are denominated in Renminbi, while our proceeds from the Global Offering will be denominated in Hong Kong dollars. Material fluctuations in the exchange rate of the Renminbi against the Hong Kong dollar may negatively impact the value and amount of any dividends payable on our Shares. For example, significant appreciation of the Renminbi against the Hong Kong dollar could reduce the amount of Renminbi received from converting Global Offering proceeds or proceeds from future financing efforts to fund our operations. Conversely, significant depreciation of the Renminbi may increase the cost of converting our Renminbi-denominated cash flow into Hong Kong dollars, thereby reducing the amount of cash available for paying dividends on our Shares or carrying out other business operations.

### **Inflation in China could negatively affect our profitability and growth.**

Economic growth in China has, in the past, been accompanied by periods of high inflation. In response, the PRC Government has implemented policies from time to time to control inflation, such as restricting the availability of credit by imposing tighter bank lending policies or higher interest rates. The PRC Government may take similar measures in response to future inflationary pressures. Rampant inflation without the PRC Government's mitigation policies would likely increase our

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costs, thereby materially reducing our profitability. There is no assurance that we will be able to pass any additional costs to our customers. On the other hand, such control measures may also lead to slower economic activity and we may see reduced demand for our properties.

**Uncertainties with respect to the PRC legal system could limit the legal protection available to you.**

The legal system in China has uncertainties that could limit the legal protection available to our Shareholders. As we conduct all of our business operations in China, we are principally governed by PRC laws, rules and regulations. The PRC legal system is based on the civil law system. Unlike the common law system, the civil law system is established on the written statutes and their interpretation by the Supreme People's Court (最高人民法院), while prior legal decisions and judgments have limited significance as precedent. The PRC Government has been developing a commercial law system, and has made significant progress in promulgating laws and regulations related to economic affairs and matters, such as corporate organization and governance, foreign investments, commerce, taxation and trade.

However, many of these laws and regulations are relatively new. There may be a limited volume of published decisions regarding their interpretation and implementation, or the relevant local administrative rules and guidance on implementation and interpretation have not been put into place. Thus, there are uncertainties involved in their enactment timetable, which may not be as consistent and predictable as in other jurisdictions. In addition, the PRC legal system is based in part on government policies and administrative rules that may have retroactive effect. Consequently, we may not be aware of any violation of these policies and rules until sometime after such violation has occurred. Furthermore, the legal protection available to you under these laws, rules and regulations may be limited. Any litigation or regulatory enforcement action in China may be protracted and result in substantial costs and diversion of resources and management attention.

**You may experience difficulties in effecting service of process or enforcing foreign judgments against us, our Directors or senior management residing in China.**

Our Company is incorporated in the Cayman Islands. All of our assets are located in China and most of our executive and non-executive Directors and senior management ordinarily reside in China. Therefore, it may not be possible to effect service of process within Hong Kong or elsewhere outside of China upon us or our Directors or senior management. Moreover, China has not entered into treaties for the reciprocal recognition and enforcement of court judgments with Japan, the United Kingdom, the United States and many other countries. As a result, recognition and enforcement in China of a court judgment obtained in other jurisdictions may be difficult or impossible.

In addition, on July 14, 2006, China and Hong Kong signed the Arrangement on Reciprocal Recognition and Enforcement of Judgments in Civil and Commercial Matters by the Courts of the Mainland and of the Hong Kong Special Administrative Region Pursuant to Choice of Court Agreements between Parties Concerned (關於內地與香港特別行政區法院相互認可和執行當事人協議管轄的民商事案件判決的安排) (the “**Arrangement**”) which has come into effect on August 1, 2008. Pursuant to the Arrangement, a party with a final court judgment rendered by a Hong Kong court requiring payment of money in a civil and commercial case pursuant to a choice of court agreement in writing may apply for recognition and enforcement of the judgment in China. Similarly, a party with a final judgment rendered by a PRC court requiring payment of money in a civil and commercial case pursuant to a choice of court agreement in writing may apply for recognition and enforcement of such judgment in Hong Kong. A choice of court agreement in writing is defined as any agreement in writing entered into between the parties after the effective date of the arrangement

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in which a Hong Kong or PRC court is expressly designated as the court having sole jurisdiction for the dispute. Therefore, it may not be possible to enforce a judgment rendered by a Hong Kong court in China if the parties in dispute do not agree to enter into a choice of court agreement in writing. It may be difficult or impossible for investors to enforce a Hong Kong court judgment against our assets or our Directors or senior management in China.

**We may be deemed a “PRC resident enterprise” under the EIT Law and be subject to a tax rate of 25% on our global income, which could result in unfavorable tax consequences to us.**

Pursuant to the EIT Law, which came into effect on January 1, 2008 and was amended on February 24, 2017 and December 29, 2018, an enterprise established outside China whose “de facto management body” is located in China is considered a “PRC resident enterprise” and will generally be subject to the uniform enterprise income tax rate, or EIT rate, of 25% on its global income. Under the implementation rules of the EIT Law, “de facto management body” is defined as the organizational body that effectively exercises management and control over such aspects as the business operations, personnel, accounting and properties of the enterprise.

SAT released the Notice Regarding the Determination of Chinese-Controlled Offshore Incorporated Enterprises as PRC Tax Resident Enterprises on the Basis of De Facto Management Bodies (《關於境外註冊中資控股企業依據實際管理機構標準認定為居民企業有關問題的通知》) (“Circular 82”) on April 22, 2009 (which was amended on December 29, 2017) setting out the standards and procedures for determining whether the “de facto management body” of an enterprise registered outside of China and controlled by PRC enterprises or PRC enterprise groups is located within China. Under Circular 82, a foreign enterprise controlled by a PRC enterprise or a PRC enterprise group is considered a PRC resident enterprise if all of the following apply: (i) the senior management and core management departments in charge of daily business operations are located mainly within China; (ii) financial and human resources decisions are subject to determination or approval by persons or bodies in China; (iii) major assets, accounting books, company seals and minutes and files of board and shareholders’ meetings are located or kept within China; and (iv) at least half of the enterprise’s directors with voting rights or senior management reside within China. In addition, Circular 82 also requires that the determination of “de facto management body” shall be based on the principle that substance is more important than form. Further to Circular 82, SAT issued the Chinese-Controlled Offshore Incorporated Resident Enterprises Income Tax Regulation (Trial Implementation) (境外註冊中資控股居民企業所得稅管理辦法(試行)) (the “Bulletin 45”), which took effect on September 1, 2011 and amended on June 1, 2015, June 28, 2016 and June 15, 2018 to provide more guidance on the implementation of Circular 82 and clarify the reporting and filing obligations of such “Chinese-controlled offshore incorporated resident enterprises.” Bulletin 45 provides procedures and administrative details for the determination of resident status and administration of post-determination matters. Although Circular 82 and Bulletin 45 explicitly provide that the above standards apply to enterprises which are registered outside of China and controlled by PRC enterprises or PRC enterprise groups, Circular 82 may reflect SAT’s criteria for determining the tax residence of foreign enterprises in general. All members of our senior management are currently based in China; if we are deemed a PRC resident enterprise, the EIT rate of 25% on our global taxable income may reduce capital we could otherwise divert to our business operations.

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### **You may be subject to PRC income tax on dividends from us or on any gain realized on the transfer of our Shares under PRC law.**

Under the EIT Law and its implementation rules, subject to any applicable tax treaty or similar arrangement between China and your jurisdiction of residence that provides for a different income tax arrangement, PRC withholding tax at the rate of 10% is normally applicable to dividends from PRC sources payable to investors that are non-PRC resident enterprises, which do not have an establishment or place of business in China, or which have such establishment or place of business if the relevant income is not effectively connected with the establishment or place of business. Any gains realized on the transfer of shares by such investors are subject to a 10% PRC income tax rate if such gains are regarded as income from sources within China unless a treaty or similar arrangement provides otherwise. Under the PRC Individual Income Tax Law (中華人民共和國個人所得稅法) and its implementation rules, dividends from sources within China paid to foreign individual investors who are not PRC residents are generally subject to a PRC withholding tax at a rate of 20% and gains from PRC sources realized by such investors on the transfer of shares are generally subject to a 20% PRC income tax rate, in each case, subject to any reduction or exemption set forth in applicable tax treaties and PRC laws.

Although we conduct all of our business operations in China, it is unclear whether dividends we pay with respect to our Shares, or the gain realized from the transfer of our Shares, would be treated as income from sources within China and as a result be subject to PRC income tax if we are considered a PRC resident enterprise. If PRC income tax is imposed on gains realized from the transfer of our Shares or on dividends paid to our non-PRC resident investors, the value of your investment in our Shares may be materially and adversely affected. Furthermore, our Shareholders whose jurisdictions of residence have tax treaties or arrangements with China may not qualify for benefits under such tax treaties or arrangements.

### **PRC laws and regulations establish more complex procedures for some acquisitions of PRC companies by foreign investors, which could make it difficult for us to pursue growth through acquisitions in China.**

A number of PRC laws and regulations, including the M&A Rules, the Anti-Monopoly Law (反壟斷法), and the Rules of MOFCOM on Implementation of Security Review System of Mergers and Acquisitions of Domestic Enterprises by Foreign Investors (商務部實施外國投資者併購境內企業安全審查制度的規定) promulgated by MOFCOM on August 25, 2011 and effective from September 1, 2011 (the “**Security Review Rules**”), have established procedures and requirements that are expected to make the review of certain merger and acquisition activities by foreign investors in China more time-consuming and complex. These include requirements in some instances to notify MOFCOM in advance of any transaction in which foreign investors take control of a PRC domestic enterprise, or to obtain approval from MOFCOM before overseas companies established or controlled by PRC enterprises or residents acquire affiliated domestic companies. PRC laws and regulations also require certain merger and acquisition transactions to be subject to merger control or security review.

The Security Review Rules prohibits foreign investors from bypassing the security review requirement by structuring transactions through proxies, trusts, indirect investments, leases, loans, control through contractual arrangements or offshore transactions. If we are found to be in violation of the Security Review Rules and other PRC laws and regulations with respect to merger and acquisition activities in China, or fail to obtain any of the required approvals, the relevant regulatory authorities would have broad discretion in dealing with such violations, including levying fines, revoking business and operating licenses, confiscating our income and requiring us to restructure or unwind our restructuring activities. Any of these actions could cause significant disruption to our business operations and may materially and adversely affect our business, financial position and

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## RISK FACTORS

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results of operations. Furthermore, if the business of any target company we plan to acquire falls into the ambit of security review, we may not be able to successfully acquire such company either by equity or asset acquisition, capital contribution or any contractual arrangement. We may grow our business in part by acquiring other companies operating in our industry. Complying with the requirements of the relevant regulations to complete such transactions could be time-consuming, and any required approval processes, including approval from MOFCOM, may delay or inhibit our ability to complete such transactions, thus affecting our ability to expand our business or maintain our market share.

### RISKS RELATING TO THE SPIN-OFF AND THE GLOBAL OFFERING

**There has been no prior market for our Shares, and their liquidity and market price following the Global Offering may be volatile.**

Prior to the Global Offering, there was no public market for our Shares. The indicative offer price range and the Offer Price will be determined by negotiations between us and the Joint Representatives (on behalf of the Underwriters), and they may differ significantly from the market price of our Shares following the Global Offering.

We have applied to list and deal in our Shares on the Stock Exchange. However, even if approved, there can be no guarantee that: (i) an active or liquid trading market for our Shares will develop; or (ii) if such a trading market does develop, it will be sustained following completion of the Global Offering; or (iii) the market price of our Shares will not decline below the Offer Price. The trading volume and price of our Shares may be subject to significant volatility in response to, among others, the following factors:

- variations in our financial position and/or results of operations;
- changes in securities analysts' estimates of our financial position and/or results of operations, regardless of the accuracy of information on which their estimates are based;
- changes in investors' perception of us and the investment environment generally;
- loss of visibility in the markets due to lack of regular coverage of our business;
- strategic alliances or acquisitions;
- industrial or environmental accidents, litigation or loss of key personnel;
- changes in laws and regulations that impose limitations on our industry;
- fluctuations in the market prices of our properties;
- announcements made by us or our competitors;
- changes in pricing adopted by us or our competitors;
- release or expiry of lock-up or other transfer restrictions on our Shares;
- the liquidity of the market for our Shares; and
- general economic and other factors.



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## RISK FACTORS

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**Potential investors will experience immediate and substantial dilution as a result of the Global Offering and could face dilution as a result of future equity financings.**

The Offer Price substantially exceeds the per Share value of our net tangible assets after subtracting our total liabilities, and therefore potential investors will experience immediate dilution when they purchase our Shares in the Global Offering. If we were to distribute our net tangible assets to our Shareholders immediately following the Global Offering, potential investors would receive less than the amount they paid for their Shares.

We will comply with Rule 10.08 of the Listing Rules, which specifies that no further Shares or other securities of our Company (subject to certain exceptions) may be issued or form the subject of any agreement to such an issue within six months from the Listing Date. However, after six months from the Listing Date we may raise additional funds to finance future acquisitions or expansions of our business operations by issuing new Shares or other securities of our Company. As a result, the percentage shareholding of the then Shareholders may be diluted and such newly issued Shares or other securities may confer rights and privileges that have priority over those of the then Shareholders.

**Future or perceived sales of substantial amounts of our Shares could affect their market price.**

The market price of our Shares could decline as a result of future sales of substantial amounts of our Shares or other related securities, or the perception that such sales may occur. Our ability to raise future capital at favorable times and prices may also be materially and adversely affected. Our Shares held by the Controlling Shareholders are currently subject to certain lock-up undertakings, the details of which are set out in “Underwriting — Underwriting Agreement and Expenses” in this prospectus. However, there is no assurance that following the expiration of the lock-up periods, the Controlling Shareholders will not dispose of any Shares. We cannot predict the effect of any future sales of the Shares by any of our Shareholders on the market price of our Shares.

**We may not declare dividends on our Shares in the future.**

Any declaration of dividends will be proposed by our Board, and the amount of any dividends will depend on various factors, including, without limitation, our results of operations, financial position, capital requirements and surplus, contractual restrictions, future prospects and other factors which our Board may determine are important. See “Financial Information — Dividends and Distributable Reserve” in this prospectus for details. We cannot guarantee when, if and in what form dividends will be paid. Our historical dividend policy should not be taken as indicative of our dividend policy in the future.

**Our management has significant discretion as to how to use the net proceeds of the Global Offering, and you may not necessarily agree on how we use them.**

Our management may use the net proceeds from the Global Offering in ways that you may not agree with or that do not yield a favorable return to our Shareholders. By investing in our Shares, you are entrusting your funds to our management, upon whose judgment you must depend, for the specific uses we will make of the net proceeds from this Global Offering. For more information, see “Future Plans and Use of Proceeds” in this prospectus for details.

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## RISK FACTORS

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**Investors may experience difficulties in enforcing their Shareholder rights because we are incorporated in the Cayman Islands, and the protection afforded to minority Shareholders under Cayman Islands law may be different from that under the laws of Hong Kong or other jurisdictions.**

Our Company is incorporated in the Cayman Islands and its affairs are governed by our Memorandum, Articles of Association, the Cayman Islands company law and the common law of the Cayman Islands. The laws of the Cayman Islands may differ from those of Hong Kong or those of other jurisdictions where investors may be located. As a result, minority Shareholders may not enjoy the same rights as those afforded under the laws of Hong Kong or in other jurisdictions. A summary of the company law of the Cayman Islands on protection of minority shareholders is set out in “Appendix III — Summary of the Constitution of Our Company and Cayman Islands Companies Law — 3. Cayman Islands Company Law — (f) Protection of minorities and shareholders’ suits” to this prospectus.

**Our Controlling Shareholders have substantial influence over our Company and their interests may not be aligned with the interests of Shareholders who subscribe for Shares in the Global Offering.**

Immediately upon completion of the Spin-off, our Controlling Shareholders will directly or indirectly control the exercise of approximately 51.60% of voting rights in the general meeting of our Company. For more information, see “Relationship with Controlling Shareholders” in this prospectus. The interests of our Controlling Shareholders may differ from the interests of our other Shareholders. Our Controlling Shareholders will have significant influence on the outcome of any corporate transaction or other matters submitted to our Shareholders for approval, including mergers, consolidations, sales of all or substantially all of our assets, election of Directors and other significant corporate actions. This concentration of ownership may discourage, delay or prevent changes in control of our Company that would otherwise benefit our other Shareholders. To the extent that the interests of our Controlling Shareholders conflict with those of our other Shareholders, our other Shareholders may be deprived of opportunities to advance or protect their interests.

**Since there will be a gap of several days between the pricing and trading of our Offer Shares, the price of our Offer Shares could fall below the Offer Price when trading commences.**

The Offer Price of our Shares will be determined on the Price Determination Date, which is expected to be on or around October 22, 2020, but in any event not later than October 28, 2020. However, our Shares will not commence trading on the Stock Exchange until the Listing Date, which is expected to be October 30, 2020. Accordingly, investors may not be able to sell or deal in our Shares during the period between the Price Determination Date and the Listing Date. Our Shareholders are subject to the risk that the price of our Shares could fall before trading begins, as a result of adverse market conditions or other adverse developments that could occur between the Price Determination Date and the Listing Date.



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**We cannot guarantee the accuracy of facts, forecasts and statistics with respect to China, the PRC economy and our relevant industries contained in this prospectus.**

Certain facts, forecasts and statistics in this prospectus relating to China, the PRC economy and industries relevant to us were obtained from information provided or published by PRC Government agencies, JLL, independent research institutions or other third-party sources, and we can guarantee neither the quality nor reliability of such source materials. They have not been prepared or independently verified by us, the Joint Sponsors, the Joint Representatives, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Underwriters or any of its or their respective affiliates or advisors. Therefore, we make no representation as to the accuracy of such facts, forecasts and statistics, which may not be consistent with other information compiled within or outside of China. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice, the statistics herein may be inaccurate or incomparable to statistics produced for other economies and should not be relied upon. Furthermore, there can be no assurance that they are stated or compiled on the same basis, or with the same degree of accuracy, as similar statistics presented elsewhere. In all cases, investors should consider how much weight or importance they should attach to or place on such facts, forecasts or statistics.

**Forward-looking statements contained in this prospectus are subject to risks and uncertainties.**

This prospectus contains certain forward-looking statements and information relating to us that are based on the beliefs of our management as well as assumptions made by and information currently available to our management. When used in this prospectus, the words “aim”, “anticipate”, “believe”, “can”, “continue”, “could”, “estimate”, “expect”, “going forward”, “intend”, “ought to”, “may”, “might”, “plan”, “potential”, “predict”, “project”, “seek”, “should”, “will”, “would” and similar expressions, as they relate to our Company or our management, are intended to identify forward-looking statements. Such statements reflect the current views of our management with respect to future events, business operations, liquidity and capital resources, some of which may not materialize or may change. These statements are subject to certain risks, uncertainties and assumptions, including the other risk factors as described in this prospectus. Subject to the ongoing disclosure obligations of the Listing Rules or other requirements of the Stock Exchange, we do not intend publicly to update or otherwise revise the forward-looking statements in this prospectus, whether as a result of new information, future events or otherwise. Investors should not place undue reliance on such forward-looking statements and information.

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## RISK FACTORS

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**You should read this entire prospectus carefully and not consider or rely on any particular statements in this prospectus or in published media reports or in other public announcements or financial reports not published by us without carefully considering the risks and other information in this prospectus.**

Prior or subsequent to the publication of this prospectus, there has been or may be press and media coverage regarding us and the Global Offering, in addition to marketing materials we published in compliance with the Listing Rules. Such press and media coverage may include references to information that do not appear in this prospectus or is inaccurate. We have not authorized the publication of any such information contained in unauthorized press and media coverage. Therefore, we make no representation as to the appropriateness, accuracy, completeness or reliability of any information disseminated in the media and do not accept any responsibility for the accuracy or completeness of any financial information or forward- looking statements contained therein. To the extent that any of the information in the media is inconsistent or conflicts with the contents of this prospectus, we expressly disclaim it. In addition, information regarding our Group which contained in the public announcements or financial reports published by KWG Group may not be prepared on the same basis as the information prepared by us. Accordingly, prospective investors should only rely on information included in this prospectus and not on any of the information in press articles, public announcements or financial reports published by KWG Group or other media coverage in deciding whether or not to purchase the Offer Shares.

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## WAIVERS FROM STRICT COMPLIANCE WITH THE REQUIREMENTS UNDER THE LISTING RULES

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In preparation for the Listing, our Group has sought the following waivers from strict compliance with the relevant provisions of the Listing Rules.

### MANAGEMENT PRESENCE IN HONG KONG

Pursuant to Rule 8.12 of the Listing Rules, an issuer must have a sufficient management presence in Hong Kong, which normally means that at least two of its executive directors must be ordinarily resident in Hong Kong. We do not have a sufficient management presence in Hong Kong for the purpose of satisfying the requirement under Rule 8.12 of the Listing Rules. We have applied for a waiver from strict compliance with Rule 8.12 of the Listing Rules primarily on the basis that, as our headquarters and principal business operations are located in the PRC, our management is best able to attend to its function by being based in the PRC. We have applied to the Stock Exchange for, and the Stock Exchange has granted us a waiver from strict compliance with Rule 8.12 of the Listing Rules subject to, among others, the following conditions:

- (1) pursuant to Rule 3.05 of the Listing Rules, we have appointed two authorized representatives, Mr. Kong Jiannan, our executive Director and chief executive officer, and Ms. Chan Ching Nga (“**Ms. Chan**”), our company secretary, who will act as our Company’s principal channel of communication with the Stock Exchange. Each of our authorized representatives is an ordinarily resident in Hong Kong and will be available to meet with the Stock Exchange in Hong Kong within a reasonable time frame upon the request of the Stock Exchange and will be readily contactable by telephone, facsimile and email. Each of our authorized representatives is authorized to communicate on our behalf with the Stock Exchange. Our Company has been registered as a non-Hong Kong Company under Part 16 of the Companies Ordinance and Ms. Chan has also been authorized to accept service of legal process and notices in Hong Kong on behalf of our Company;
- (2) both our authorized representatives have means to contact our Directors (including our independent non-executive Directors) promptly at all times as and when the Stock Exchange wishes to contact our Directors for any matters. Our Directors who are not ordinarily resident in Hong Kong possess or can apply for valid travel documents to visit Hong Kong and will be able to meet with the Stock Exchange within a reasonable period of time, when required. Each of our Directors has provided his/her mobile phone number, office phone number, fax number and/or email address to our authorized representatives. In the event that a Director expects to travel, he/she will endeavor to provide the phone number of the place of his/her accommodation to our authorized representatives or maintain an open line of communication via his/her mobile phone number. Each of our Directors and the authorized representatives has also provided his/her mobile phone number, office phone number, fax number and/or email address to the Stock Exchange;
- (3) pursuant to Rule 3A.19 of the Listing Rules, we have appointed Maxa Capital Limited as our compliance advisor, which will have access at all times to our authorized representatives, Directors, senior management and other officers of our Company, and will act as an additional channel of communication between the Stock Exchange and us; and

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## WAIVERS FROM STRICT COMPLIANCE WITH THE REQUIREMENTS UNDER THE LISTING RULES

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- (4) meetings between the Stock Exchange and our Directors could be arranged through our authorized representatives or the compliance advisor, or directly with our Directors within a reasonable time frame. Our Company will promptly inform the Stock Exchange of any changes of our authorized representatives and/or the compliance advisor.

### CONNECTED TRANSACTIONS

We have entered into certain transactions which will constitute continuing connected transactions for our Company under the Listing Rules after Listing. We have applied to the Stock Exchange for, and the Stock Exchange has granted us, a waiver from strict compliance with the announcement requirement under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as disclosed in the section headed “Connected transactions — B. Continuing connected transactions subject to the reporting, annual review and announcement requirements but exempt from the independent shareholders’ approval requirement” in this prospectus and a waiver from strict compliance with the announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as disclosed in the section headed “Connected transactions — C. Continuing connected transactions subject to the reporting, annual review, announcement and independent shareholders’ approval requirements” in this prospectus. See “Connected transactions” in this prospectus for details.

### POST-TRACK RECORD PERIOD ACQUISITIONS

Pursuant to Rules 4.04(2) and 4.04(4)(a) of the Listing Rules and the guidance letter HKEX-GL32-12 issued by the Stock Exchange (“**GL32-12**”), a new listing applicant is required to include in its accountants’ report in the listing document the results and balance sheets of any subsidiary or business acquired, agreed to be acquired or proposed to be acquired since the date to which the latest audited financial statements of the listing applicant have been made up in respect of each of the three financial years immediately preceding the issue of the listing document, or since the incorporation of such subsidiary or the commencement of such business if this occurred less than three years prior to such issue, or such shorter period as may be acceptable to the Stock Exchange (the “**Relevant Requirements**”).

Since the end of the Track Record Period, for the purpose of expanding its business, our Group has entered into agreements to acquire the equity interests of certain companies (collectively referred to as the “**Target Companies**”) as set out below (the “**Acquisitions**”; and each an “**Acquisition**”):

# WAIVERS FROM STRICT COMPLIANCE WITH THE REQUIREMENTS UNDER THE LISTING RULES

No.	Target company	Seller(s) <i>(Note 1)</i>	Principal business activities of the target company	Date of establishment of the target company	Percentage of equity interest in the target company and shareholding of the target company acquired/completed of the acquisition	Status of the acquisition	The amount of consideration paid or expected to be paid on the basis of consideration	Net profits before taxation and extraordinary items of the target company for the two years ended December 31, 2018 and 2019 <i>(Note 2)</i>	Net profits after taxation and extraordinary items of the target company for the two years ended December 31, 2018 and 2019 <i>(Note 2)</i>	Reasons for the acquisition
1.	Taizhou Yuncheng Property Management Co., Ltd.* (台州雲城物業管理有限公司)	Ms. Jiang Lifan (蔣莉芬) and Ms. Lin Ruiyun (林汝雲)	Property management	April 23, 2014	60% RMB3 million (in which RMB0.5 million has been fully paid up and the remaining RMB2.5 million to be paid up by April 2024), which is expected to be owned as to 40% by Ms. Jiang Lifan and 60% by Ningjun Property upon completion of the acquisition. The target company will become an indirect non-wholly owned subsidiary of our Company upon completion of the acquisition.	On September 29, 2020, Ningjun Property entered into an equity acquisition agreement with the sellers. The acquisition is expected to be completed by the end of 2020.	RMB1.2 million to be settled by two instalments upon fulfillment of certain conditions precedent. The consideration was determined after arm's length negotiation with reference to the percentage of equity being acquired and the net profit after taxation and extraordinary items of the target company for the year ended December 31, 2019 and taking into account its future business prospect.	Approximately RMB1.8 million and approximately RMB1.4 million, respectively.	Approximately RMB1.3 million and approximately RMB1.0 million, respectively.	To expand our business, further develop our property management portfolio and reduce reliance on KWG Group.
2.	Nanjing Junyue Property Management Co., Ltd.* (南京君悅物業管理有限公司)	Nanjing Yonghe Property Management Co., Ltd.* (南京永和物業管理有限公司)	Property management	April 25, 2002	100% RMB0.5 million, which has been fully paid up and is expected to be wholly owned by Hejing Youthuo upon completion of the acquisition. The target company will become a wholly owned subsidiary of our Company upon completion of the acquisition.	On August 21, 2020, Hejing Youthuo entered into an equity acquisition agreement with the seller. The acquisition is expected to be completed by the end of 2020.	RMB2,418,418 to be settled by three instalments upon fulfillment of certain conditions precedent. The consideration was determined after arm's length negotiation with reference to the net profit after taxation and extraordinary items of the target company for the year ended December 31, 2019 and taking into account its future business prospect.	Approximately RMB0.3 million and approximately RMB0.4 million, respectively.	Approximately RMB0.2 million and approximately RMB0.3 million, respectively.	To expand our business, further develop our property management portfolio and reduce reliance on KWG Group.

# WAIVERS FROM STRICT COMPLIANCE WITH THE REQUIREMENTS UNDER THE LISTING RULES

No.	Target company	Seller(s) <i>(Note 1)</i>	Principal business activities of the target company	Date of establishment of the target company	Percentage of equity interest in the target company and shareholding of the target company upon acquisition	Status of the acquisition	The amount of consideration paid or expected to be paid on the basis of consideration	Net profits before taxation and extraordinary items of the target company for the two years ended December 31, 2018 and 2019 <i>(Note 2)</i>	Net profits after taxation and extraordinary items of the target company for the two years ended December 31, 2018 and 2019 <i>(Note 2)</i>	Reasons for the acquisition
3.	Changsha Jiuteng Property Management Co., Ltd.* (长沙九腾物业管理有限公司)	Human Homeland Property Management Co., Ltd.* (湖南老家园物业管理有限公司)	Property management	April 26, 2005	100% RMB3 million, which has been fully paid up and is expected to be wholly owned by Hejing Youhuo upon completion of the acquisition. The target company will become an indirect wholly owned subsidiary of our Company upon completion of the acquisition.	On September 10, 2020, Hejing Youhuo entered into an equity transfer agreement with the seller. The acquisition is expected to be completed by the end of 2020.	RMB28,448,906 to be settled by three installments upon fulfillment of certain conditions precedent. The consideration was determined after arm's length negotiation with reference to the net profit after taxation and extraordinary items of the target company for the year ended December 31, 2019 and taking into account its future business prospect.	Approximately RMB2.8 million and approximately RMB3.8 million, respectively.	Approximately RMB2.1 million and approximately RMB2.8 million, respectively.	To expand our business, further develop our property management portfolio and reduce reliance on KWG Group.
4.	Changsha Yuanxin Property Management Co., Ltd.* (长沙源馨物业管理有限公司)	Human Hunting Property Management Co., Ltd.* (湖南华庭物业管理有限公司)	Property management	May 2, 2010	100% RMB0.6 million, which has been fully paid up and is expected to be wholly owned by Hejing Youhuo upon completion of the acquisition. The target company will become an indirect wholly owned subsidiary of our Company upon completion of the acquisition.	On September 15, 2020, Hejing Youhuo entered into an equity acquisition agreement with the seller. The acquisition is expected to be completed by the end of 2020.	RMB5,026,376 to be settled by three installments upon fulfillment of certain conditions precedent. The consideration was determined after arm's length negotiation with reference to the net profit after taxation and extraordinary items of the target company for the year ended December 31, 2019 and taking into account its future business prospect.	Approximately RMB0.3 million and approximately RMB0.6 million, respectively.	Approximately RMB0.3 million and approximately RMB0.8 million, respectively.	To expand our business, further develop our property management portfolio and reduce reliance on KWG Group.

# WAIVERS FROM STRICT COMPLIANCE WITH THE REQUIREMENTS UNDER THE LISTING RULES

No.	Target company	Seller(s) <i>(Note 1)</i>	Principal business activities of the target company	Date of establishment of the target company	Percentage of equity interest in the target company and shareholding of the target company upon acquisition	Status of the acquisition	The amount of consideration paid or expected to be paid and the basis of consideration	Net profits before taxation and extraordinary items of the target company for the two years ended December 31, 2018 and 2019 <i>(Note 2)</i>	Net profits after taxation and extraordinary items of the target company for the two years ended December 31, 2018 and 2019 <i>(Note 2)</i>	Reasons for the acquisition
5.	Suzhou Industrial Park Yitong Property Management Co., Ltd.* (蘇州工業園區易通亞信物業管理有限公司)	Guangzhou Junhua Property Management Co., Ltd.* (廣州市君華物業服務有限公司)	Property management	March 2, 1998	100% RMB3 million, which has been fully paid up and is expected to be wholly owned by Hejing Youhuo upon completion of the acquisition. The target company will become a wholly owned subsidiary of our Company upon completion of the acquisition.	On August 28, 2020, Hejing Youhuo entered into an equity acquisition agreement with the seller. The acquisition is expected to be completed by the end of 2020.	RMB30,270,758 to be settled by three installments upon fulfillment of certain conditions precedent. The consideration was determined after arm's length negotiation with reference to the net profit after taxation and extraordinary items of the target company for the year ended December 31, 2019 and taking into account its future business prospect.	Approximately RMB0.6 million and approximately RMB4.0 million, respectively.	Approximately RMB0.5 million and approximately RMB3.0 million, respectively.	To expand our business, further develop our property management portfolio and reduce reliance on KWG Group.

**Notes:**

- (1) To the best knowledge, information and belief of our Directors after having made all reasonable enquiries, each of the sellers and their ultimate beneficial owners is an Independent Third Party.
- (2) Based on the unaudited management accounts of the Target Companies.



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## WAIVERS FROM STRICT COMPLIANCE WITH THE REQUIREMENTS UNDER THE LISTING RULES

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We have applied for, and the Stock Exchange has granted us, a waiver from strict compliance with Rules 4.04(2) and 4.04(4)(a) of the Listing Rules in relation to the preparation of financial statements in respect of the Acquisitions on the following grounds:

- (a) **Ordinary and usual course of business** — the Acquisitions are in the ordinary and usual course of business of our Group as it is one of our principal business strategies to expand its market share through acquisitions of local players in the property management industry. Our Directors believe that the terms of the Acquisitions are fair and reasonable and in the interests of the Shareholders as a whole.
- (b) **Immateriality of Target Companies** — the scale of businesses operated by each of the Target Companies (which are owned by different sellers) as compared to that of our Group is not material. Based on the financial information of the Target Companies available to our Company, all the applicable percentage ratios (as defined under Rule 14.04(9) of the Listing Rules) in relation to each of the Acquisitions referenced against the financials of our Company in the most recent financial year of the Track Record Period are less than 5%. Moreover, the Acquisitions, when calculated on an aggregated basis, are not significant enough to require our Company to prepare pro forma financial information under Rule 4.28 of the Listing Rules.

Accordingly, our Directors believe that (i) the Acquisitions are immaterial when compared to the scale of our Group's operations as a whole; (ii) the Acquisitions have not resulted in any significant change to the financial position of our Group since April 30, 2020; and (iii) all information that is reasonably necessary for the potential investors to make an informed assessment of the activities or financial position of our Group has been included in this Prospectus. As such, a waiver from strict compliance with the requirements under Rules 4.04(2) and 4.04(4)(a) of the Listing Rules would not prejudice the interests of the investing public.

- (c) **Unavailability of information** — since the Acquisitions have yet to be completed, we do not have full access to all of the necessary historical financial information of the Target Companies to prepare audited historical financial information of the Target Companies. As such, it would be impracticable and unduly burdensome to our Company to disclose the audited financial information of all such Target Companies as required under Rules 4.04(2) and 4.04(4) of the Listing Rules.

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## WAIVERS FROM STRICT COMPLIANCE WITH THE REQUIREMENTS UNDER THE LISTING RULES

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- (d) **Disclosure of necessary information in the prospectus** — with a view to allowing the potential investors to understand the Acquisitions in greater details, our Company has included in this prospectus the following information regarding the Acquisitions, which is comparable to the information that is required to be included in the announcement of a discloseable transaction under Chapter 14 of the Listing Rules, which includes:
- (i) general description of the scope of principal business activities of the Target Companies and the sellers;
  - (ii) confirmation that the counterparties and the ultimate beneficial owners of the counterparties are Independent Third Parties;
  - (iii) the consideration of the Acquisitions, how the consideration would be satisfied and the basis upon which the consideration was determined; and
  - (iv) the reasons for Acquisitions and the benefits which are expected to accrue to our Group as a result of the Acquisitions.

As the consideration with respect to each of the Acquisitions will be fully settled in cash utilizing internal resources of our Company, we do not expect to apply any proceeds from the Listing to finance any of the Acquisitions.

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## THE SPIN-OFF AND DISTRIBUTION

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### THE SPIN-OFF

On June 19, 2020, the Stock Exchange confirmed that KWG Holdings may proceed with the Spin-off based on its proposal submitted to the Stock Exchange pursuant to Practice Note 15 of the Listing Rules (“PN15”).

KWG Holdings has been listed on the Main Board of the Stock Exchange since 2007. Following completion of the Spin-off, KWG Group will be principally engaged in property development, property investment, hotel operation and education, whereas our Group will focus on the provision of residential property management services and commercial property management and operational services. The Spin-off aims to allow separate platforms for the two businesses of KWG Group and our Group with clear delineation and allow the respective management of KWG Group and our Group to have a more defined business focus on their own core business segments.

### REASONS FOR AND BENEFITS OF THE SPIN-OFF

The directors of KWG Holdings consider that the Spin-off will be commercially beneficial to KWG Group and our Group for the following reasons:

- (a) the Spin-off will allow the shareholders of KWG Holdings an opportunity to realize the value of investment in our Group under a separate standalone platform for our Group’s business;
- (b) the Spin-off will enable our Group to build our identity as a separately listed group, to have a separate fund-raising platform and to broaden our investor base through the Global Offering. The Spin-off would allow our Group to gain direct access to the capital market for equity and/or debt financing to fund our existing operations and future expansion without reliance on KWG Holdings, thereby improving our operating and financial management efficiencies;
- (c) as a separately listed group, our Group will be able to build on our reputation further and be in a better position to negotiate and solicit more business;
- (d) the Spin-off will enable our Group to enhance our corporate profile, thereby increasing our ability to attract strategic investors, which could provide synergy for our Group, for investment in and forming strategic partnerships directly with our Group; and
- (e) the Spin-off will enable more focused development, strategic planning and better allocation of resources for KWG Group and our Group with respect to the business of each group. Both KWG Group and our Group will benefit from the efficient decision-making process under the separate management structure for seizing emerging business opportunities, especially with a dedicated management team for our Group to focus on our development and our business.

In accordance with the requirements of PN15, KWG Holdings will give due regard to the interests of its shareholders by providing Qualifying KWG Shareholders with an assured entitlement to the Shares by way of the Distribution, being a distribution in specie of the Shares and the Preferential Offering if the Spin-off proceeds. Details of the Distribution are set out below. Under the Preferential Offering, each Qualifying KWG Shareholder is entitled pursuant to the Assured

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## THE SPIN-OFF AND DISTRIBUTION

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Entitlement to apply on the basis of one Reserved Share for every 45 KWG Shares held on the Record Date. For details of the Preferential Offering, please refer to the section headed “Structure of the Global Offering” in this prospectus.

### THE DISTRIBUTION

The Distribution will be satisfied wholly by way of a distribution in specie to Qualifying KWG Shareholders of an aggregate of 1,589,025,505 Shares, representing all the issued Shares of our Company as held by KWG Holdings immediately following the Capitalization Issue and before completion of the Global Offering, pro rata to their respective shareholdings in KWG Holdings on the Record Date on the basis of one Share for every two KWG Shares held on the Record Date rounded down to the nearest Share. The Distribution is conditional on the Global Offering becoming unconditional in all respects. If such condition is not satisfied, the Distribution will not be made and the Spin-off will not take place.

Fractional entitlements of the Qualifying KWG Shareholders to the Shares under the Distribution will be retained by KWG Holdings for sale in the market and KWG Holdings will keep the net proceeds of sale, after deduction of related expenses therefrom, for the benefit of KWG Holdings.

Subject to the Distribution becoming unconditional, we expect to despatch share certificates to Qualifying KWG Shareholders who are entitled to receive Shares under the Distribution on October 29, 2020. Share certificates will only become valid provided that the Global Offering has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with its terms, which is expected to be at around 8:00 a.m. on October 30, 2020. Investors who trade Shares on the basis of publicly available allocation details before the receipt of share certificates and before they become valid do so entirely of their own risk.

Our Shares will be traded in board lots of 1,000 Shares each. ABCI Securities Company Limited will provide matching services, on a best efforts basis, to Qualifying KWG Shareholders to facilitate the trading of odd lots (if any) of Shares which the Qualifying KWG Shareholders may receive under the Distribution.

### **Qualifying KWG Shareholders with registered addresses outside Hong Kong**

As of the Record Date, there were two Qualifying KWG Shareholders whose registered addresses were in the PRC and one Qualifying KWG Shareholder whose registered address was in Taiwan (collectively, the “**Overseas Shareholders**”). The directors of KWG Holdings and the Company have made enquiries regarding the legal restrictions under the applicable securities legislation of the relevant jurisdictions which the Overseas Shareholders were based with respect to the Distribution. Having considered the circumstances, the directors of KWG Holdings and the Company have formed the view that the Overseas Shareholders are not prohibited to participate in the Distribution. It is the responsibility of any Overseas Shareholder who wishes to receive the Shares under the Distribution to comply with the laws of the relevant jurisdictions including obtaining all necessary governmental or other regulatory consents and compliance with any other similar formalities. It is also the responsibility of any Overseas Shareholder who receives Shares to comply with any restrictions on the resale of the Shares which may apply outside Hong Kong.

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## THE SPIN-OFF AND DISTRIBUTION

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*(i) Qualifying KWG Shareholders with registered addresses in the PRC*

The Distribution of Shares to the Qualifying KWG Shareholders residing in the PRC (the “**PRC Shareholders**”) does not constitute a public offering in the PRC as defined by the applicable laws and regulations in the PRC, and therefore, is not subject to the relevant approval procedure in the PRC. Further, our Company is not prohibited from making the Distribution to the PRC Shareholders under the applicable laws and regulations provided that the subscription of or receiving the Shares by the PRC Shareholders is in compliance with the relevant applicable PRC laws and regulations.

*(ii) Qualifying KWG Shareholder with registered address in Taiwan*

The Distribution of Shares to the Qualifying KWG Shareholder residing in Taiwan does not constitute a public offering in Taiwan and, therefore, it has not been and will not be registered or filed with, or approved by, the Financial Supervisory Commission of Taiwan (《金融監督管理委員會》) and/or any other regulatory authorities of Taiwan pursuant to relevant securities laws and regulations of Taiwan and may not be sold, issued or offered within Taiwan through a public offering or in circumstances which constitute an offer or a solicitation of an offer within the meaning of the Securities and Exchange Act (《證券交易法》) or relevant laws and regulations of Taiwan that requires a registration, filing or approval of the Financial Supervisory Commission of Taiwan and/or any other regulatory authorities of Taiwan. No person or entity in Taiwan has been authorized to offer or sell the shares in Taiwan.

### **KWG PRC STOCK CONNECT INVESTORS**

According to the “Stock Connect Shareholding Search” available on the Stock Exchange’s website ([www.hkexnews.hk](http://www.hkexnews.hk)), as of October 9, 2020, ChinaClear held 161,271,165 KWG Shares, representing approximately 5.06% of the total issued KWG Shares. ChinaClear is a CCASS Participant with HKSCC Nominees. The KWG PRC Stock Connect Investors may hold our Shares pursuant to the Distribution through ChinaClear. Pursuant to the Shanghai Stock Exchange Measures for the Implementation of Shanghai-Hong Kong Stock Connect (《上海證券交易所滬港通業務實施辦法》) revised and effective on 30 September 2016 and last amended on March 13, 2020 and the Shenzhen Stock Exchange Measures for the Implementation of Shenzhen-Hong Kong Stock Connect Program (《深圳證券交易所深港通業務實施辦法》) promulgated and effective on 30 September 2016 and last amended on March 13, 2020, the KWG PRC Stock Connect Investors (or the relevant ChinaClear participants, as the case may be) whose stock accounts in ChinaClear are credited with our Shares may only sell them on the Stock Exchange under the Shanghai Stock Connect and Shenzhen Stock Connect.

KWG PRC Stock Connect Investors should seek advice from their intermediary (including broker, custodian, nominee or ChinaClear participant) and/or other professional advisors for details of the logistical arrangements as required by ChinaClear.

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## **INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING**

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### **DIRECTORS' RESPONSIBILITY STATEMENT**

This prospectus, for which our Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Securities and Futures (Stock Market Listing) Rules (Chapter 571V of the Laws of Hong Kong) and the Listing Rules for the purpose of giving information with regard to us. Our Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this prospectus 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 prospectus misleading.

### **THE HONG KONG PUBLIC OFFERING AND THIS PROSPECTUS**

This prospectus is published solely in connection with the Hong Kong Public Offering, which forms part of the Global Offering. For applicants under the Hong Kong Public Offering, this prospectus and the Application Forms set out the terms and conditions of the Hong Kong Public Offering.

The Hong Kong Offer Shares are offered solely on the basis of the information contained and representations made in this prospectus and the Application Forms and on the terms and subject to the conditions set out herein and therein. No person is authorized to give any information in connection with the Global Offering or to make any representation not contained in this prospectus, and any information or representation not contained herein must not be relied upon as having been authorized by our Company, the Joint Representatives, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Joint Sponsors and any of the Underwriters, any of their respective directors, agents, employees or advisers or any other party involved in the Global Offering.

The Listing is sponsored by the Joint Sponsors and the Global Offering is managed by the Joint Representatives. The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms and conditions of the Hong Kong Underwriting Agreement and is subject to us and the Joint Representatives (on behalf of the Hong Kong Underwriters) agreeing on the Offer Price. The International Offering is expected to be fully underwritten by the International Underwriters subject to the terms and conditions of the International Underwriting Agreement, which is expected to be entered into on or around the Price Determination Date.

If, for any reason, the Offer Price is not agreed among us and the Joint Representatives (on behalf of the Hong Kong Underwriters), the Global Offering will not proceed and will lapse. For more information about the Underwriters and the underwriting arrangements, see "Underwriting".

Neither the delivery of this prospectus nor any offering, sale or delivery made in connection with the Shares should, under any circumstances, constitute a representation that there has been no change or development reasonably likely to involve a change in our affairs since the date of this prospectus or imply that the information contained in this prospectus is correct as of any date subsequent to the date of this prospectus.

### **PROCEDURES FOR APPLICATION FOR THE HONG KONG OFFER SHARES**

The procedures for applying for the Hong Kong Offer Shares are set forth in "How to Apply for Hong Kong Offer Shares and Reserved Shares" and in the Application Forms.

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## **INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING**

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### **STRUCTURE AND CONDITIONS OF THE GLOBAL OFFERING**

Details of the structure of the Global Offering, including its conditions, are set forth in “Structure of the Global Offering”.

### **OVER-ALLOTMENT OPTION AND STABILIZATION**

Details of the arrangements relating to the Over-allotment Option and stabilization are set forth in “Structure of the Global Offering.”

### **RESTRICTIONS ON OFFERS AND SALES OF SHARES**

Each person acquiring the Hong Kong Offer Shares under the Hong Kong Public Offering will be required to, or be deemed by his acquisition of Offer Shares to, confirm that he is aware of the restrictions on offers of the Offer Shares described in this prospectus.

No action has been taken to permit a public offering of the Offer Shares or the general distribution of this prospectus and/or the Application Forms in any jurisdiction other than in Hong Kong. Accordingly, this prospectus and/or the Application Forms may not be used for the purposes of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or invitation. The distribution of this prospectus and the offering of the Offer Shares in other jurisdictions are subject to restrictions and may not be made except as permitted under the applicable securities laws of such jurisdictions and pursuant to registration with or authorization by the relevant securities regulatory authorities or an exemption therefrom.

### **APPLICATION FOR LISTING OF THE SHARES ON THE STOCK EXCHANGE**

We have applied to the Listing Committee for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Global Offering (including the Shares which may be issued pursuant to the exercise of the Over-allotment Option).

No part of our equity or debt securities is listed on or dealt in on any other stock exchange and no such listing or permission to list is being or proposed to be sought in the near future.

### **COMMENCEMENT OF DEALINGS IN THE SHARES**

Dealings in the Shares on the Stock Exchange are expected to commence on Friday, October 30, 2020. The Shares will be traded in board lots of 1,000 Shares each. The stock code of the Shares will be 3913.

### **SHARES WILL BE ELIGIBLE FOR ADMISSION INTO CCASS**

If the Stock Exchange grants the listing of, and permission to deal in, the Shares and we comply with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.



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## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

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Investors should seek the advice of their stockbroker or other professional advisors for details of the settlement arrangement as such arrangements may affect their rights and interests. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

### PROFESSIONAL TAX ADVICE RECOMMENDED

You should consult your professional advisors if you are in any doubt as to the taxation implications of subscribing for, purchasing, holding or disposing of, or dealing in, the Shares or exercising any rights attaching to the Shares. We emphasize that none of our Company, the Joint Representatives, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers, the Joint Sponsors, the Underwriters, any of our or their respective directors, officers or representatives or any other person involved in the Global Offering accepts responsibility for any tax effects or liabilities resulting from your subscription, purchase, holding or disposing of, or dealing in, the Shares or your exercise of any rights attaching to the Shares.

### REGISTER OF MEMBERS AND STAMP DUTY

Our Company's principal register of members will be maintained by the Principal Share Registrar, Conyers Trust Company (Cayman) Limited, in the Cayman Islands, and our Company's Hong Kong register of members will be maintained by the Hong Kong Share Registrar, Computershare Hong Kong Investor Services Limited in Hong Kong. Unless our Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by the Hong Kong Share Registrar and may not be lodged in the Cayman Islands.

Dealings in our Shares registered on our Hong Kong register will be subject to Hong Kong stamp duty. The stamp duty is charged to each of the seller and purchaser at the ad valorem rate of 0.1% of the consideration for, or (if greater) the value of, the Shares transferred. In other words, a total of 0.2% is currently payable on a typical sale and purchase transaction of our Shares. In addition, a fixed duty of HK\$5 is charged on each instrument of transfer (if required).

### EXCHANGE RATE CONVERSION

Unless otherwise specified, amounts denominated in RMB, US\$ and HK\$ have been translated, for the purpose of illustration only, into each other in this prospectus at the following exchange rates: HK\$1.00: RMB0.8748; US\$1.00: HK\$7.7500 and US\$1.00: RMB6.6933.

No representation is made that any amounts in RMB or US\$ were or could have been or could be converted into Hong Kong dollars at such rates or any other exchange rates on such date or any other date.

### ROUNDING

Certain amounts and percentage figures included in this prospectus have been subject to rounding adjustments. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures preceding them.

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## INFORMATION ABOUT THIS PROSPECTUS AND THE GLOBAL OFFERING

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### LANGUAGE

If there is any inconsistency between this prospectus and its Chinese translation, this prospectus shall prevail, provided that if there is any inconsistency between the Chinese names of the entities or enterprises established in the PRC mentioned in this prospectus and their English translations, the Chinese names shall prevail. The English translations of the Chinese names of such PRC entities or enterprises are provided for identification purposes only.

### OTHER

Unless otherwise specified, all references to any shareholdings in our Company following the completion of the Global Offering assume that the Over-allotment Option is not exercised.

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## DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

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### DIRECTORS

<u>Name</u>	<u>Address</u>	<u>Nationality</u>
<b>Executive Directors</b>		
Mr. Kong Jiannan (孔健楠)	Flat A, 37/F, Block T5 Bel-Air on the Peak 68 Bel-Air Peak Avenue Cyber Port Hong Kong	Chinese
Ms. Yang Jingbo (楊靜波)	Room 1802, A4 Junfeng Garden No. 10-4 Xingsheng Road Tianhe District Guangzhou, Guangdong Province China	Chinese
Mr. Wang Yue (王躍)	Room 302, Unit 3, Building 28 Zhanchun Garden Haidian District Beijing China	Chinese
<b>Non-executive Director</b>		
Mr. Kong Jianmin (孔健岷)	Flat C, 12/F The Somerest 67 Repulse Bay Road Hong Kong	Chinese
<b>Independent non-executive Directors</b>		
Ms. Liu Xiaolan (劉曉蘭)	Room 1201, Unit 5 Lane 215, Shiquan East Road Putuo District Shanghai China	Chinese
Mr. Fung Che Wai, Anthony (馮志偉)	Flat G, 11/F Hong Yan Court Healthy Street Central North Point Hong Kong	Chinese
Ms. Ng Yi Kum (伍綺琴)	Flat B, 5/F, Block A2 Oasis No. 8-12 Peak Road The Peak Hong Kong	Chinese

See “Directors and Senior Management” in this prospectus for further details of our Directors and senior management members.

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## DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

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### PARTIES INVOLVED IN THE GLOBAL OFFERING

#### Joint Sponsors

##### **ABCI Capital Limited**

11/F, Agricultural Bank of China Tower  
50 Connaught Road Central  
Hong Kong

##### **Huatai Financial Holdings (Hong Kong) Limited**

62/F, The Center  
99 Queen's Road Central  
Hong Kong

#### Joint Representatives

##### **ABCI Capital Limited**

11/F, Agricultural Bank of China Tower  
50 Connaught Road Central  
Hong Kong

##### **Huatai Financial Holdings (Hong Kong) Limited**

62/F, The Center  
99 Queen's Road Central  
Hong Kong

#### Joint Global Coordinators

##### **ABCI Capital Limited**

11/F, Agricultural Bank of China Tower  
50 Connaught Road Central  
Hong Kong

##### **Huatai Financial Holdings (Hong Kong) Limited**

62/F, The Center  
99 Queen's Road Central  
Hong Kong

##### **China International Capital Corporation**

###### **Hong Kong Securities Limited**

29/F, One International Finance Centre  
1 Harbour View Street  
Central  
Hong Kong

##### **Credit Suisse (Hong Kong) Limited**

Level 88, International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

##### **Morgan Stanley Asia Limited**

Level 46, International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

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## DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

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### Joint Bookrunners

#### **ABCI Capital Limited**

11/F, Agricultural Bank of China Tower  
50 Connaught Road Central  
Hong Kong

#### **Huatai Financial Holdings (Hong Kong) Limited**

62/F, The Center  
99 Queen's Road Central  
Hong Kong

#### **China International Capital Corporation**

##### **Hong Kong Securities Limited**

29/F, One International Finance Centre  
1 Harbour View Street  
Central  
Hong Kong

#### **Credit Suisse (Hong Kong) Limited**

Level 88, International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

#### **Morgan Stanley Asia Limited**

(in relation to the Hong Kong Public Offering only)  
Level 46, International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

#### **Morgan Stanley & Co. International plc**

(in relation to the International Offering only)  
25 Cabot Square  
Canary Wharf  
London E14 4QA  
United Kingdom

#### **BOCI Asia Limited**

26/F, Bank of China Tower  
1 Garden Road  
Central  
Hong Kong

#### **CGS-CIMB Securities (Hong Kong) Limited**

Unit 2808B-2811, 28/F, Wing On Centre  
111 Connaught Road Central  
Sheung Wan  
Hong Kong

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## DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

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**CLSA Limited**

18/F, One Pacific Place  
88 Queensway  
Hong Kong

**CRIC Securities Company Limited**

Room 2007 & 2403, Great Eagle Centre  
23 Harbour Road  
Wan Chai  
Hong Kong

**HeungKong Securities Limited**

Suite 622 Ocean Centre, Harbour City  
Tsim Sha Tsui  
Kowloon  
Hong Kong

**Joint Lead Managers**

**ABCI Securities Company Limited**

10/F, Agricultural Bank of China Tower  
50 Connaught Road Central  
Hong Kong

**Huatai Financial Holdings (Hong Kong) Limited**

62/F, The Center  
99 Queen's Road Central  
Hong Kong

**China International Capital Corporation**

**Hong Kong Securities Limited**

29/F, One International Finance Centre  
1 Harbour View Street  
Central  
Hong Kong

**Credit Suisse (Hong Kong) Limited**

Level 88, International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

**Morgan Stanley Asia Limited**

(in relation to the Hong Kong Public Offering  
only)  
Level 46, International Commerce Centre  
1 Austin Road West  
Kowloon  
Hong Kong

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**DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING**

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**Morgan Stanley & Co. International plc**  
(in relation to the International Offering only)  
25 Cabot Square  
Canary Wharf  
London E14 4QA  
United Kingdom

**BOCI Asia Limited**  
26/F, Bank of China Tower  
1 Garden Road  
Central  
Hong Kong

**CGS-CIMB Securities (Hong Kong) Limited**  
Unit 2808B–2811, 28/F, Wing On Centre  
111 Connaught Road Central  
Sheung Wan  
Hong Kong

**CLSA Limited**  
18/F, One Pacific Place  
88 Queensway  
Hong Kong

**CRIC Securities Company Limited**  
Room 2007 & 2403, Great Eagle Centre  
23 Harbour Road  
Wan Chai  
Hong Kong

**HeungKong Securities Limited**  
Suite 622 Ocean Centre, Harbour City  
Tsim Sha Tsui  
Kowloon  
Hong Kong



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## DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

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### Legal advisors to our Company

*As to Hong Kong law:*

**Sidley Austin**  
Level 39  
Two International Finance Centre  
8 Finance Street  
Central  
Hong Kong

*As to PRC law:*

**Jingtian & Gongcheng**  
34/F, Tower 3  
China Central Place  
77 Jianguo Road  
Chaoyang District  
Beijing, China

*As to Cayman Islands law:*

**Conyers Dill & Pearman**  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

### Legal advisors to the Joint Sponsors and the Underwriters

*As to Hong Kong law:*

**Miao & Co.**  
**(in Association with Han Kun Law Offices)**  
Rooms 3901–05, 39/F  
Edinburgh Tower, The Landmark  
15 Queen's Road Central  
Central  
Hong Kong

*As to PRC law:*

**Commerce & Finance Law Offices**  
6th Floor, NCI Tower  
A12 Jianguomenwai Avenue  
Chaoyang District  
Beijing, China

### Auditor and reporting accountants

**Ernst & Young**  
*Certified Public Accountants*  
22/F CITIC Tower  
1 Tim Mei Avenue  
Central  
Hong Kong

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## DIRECTORS AND PARTIES INVOLVED IN THE GLOBAL OFFERING

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<b>Compliance advisor</b>	<b>Maxa Capital Limited</b> Unit 1908 Harbour Centre 25 Harbour Road Wanchai Hong Kong
<b>Industry consultant</b>	<b>Jones Lang LaSalle Corporate Appraisal and Advisory Limited</b> 7/F One Taikoo Place 979 King's Road Hong Kong
<b>Property valuer</b>	<b>Jones Lang LaSalle Corporate Appraisal and Advisory Limited</b> 7/F One Taikoo Place 979 King's Road Hong Kong
<b>Receiving banks</b>	<b>Hang Seng Bank Limited</b> 83 Des Voeux Road Central Hong Kong
	<b>Industrial and Commercial Bank of China (Asia) Limited</b> 33 <sup>rd</sup> Floor ICBC Tower 3 Garden Road Central Hong Kong
	<b>Standard Chartered Bank (Hong Kong) Limited</b> 15/F, Standard Chartered Tower 388 Kwun Tong Road Kwun Tong Hong Kong

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## CORPORATE INFORMATION

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<b>Registered office</b>	Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman, KY1-1111 Cayman Islands
<b>Principal place of business and headquarters in China</b>	No. 75, Unit 3601 8 Huaxia Road Tianhe District Guangzhou Guangdong Province China
<b>Principal place of business in Hong Kong</b>	Unit 8205A, Level 82 International Commerce Centre 1 Austin Road West Kowloon Hong Kong
<b>Company's website</b>	<b><u><a href="http://www.kwgliving.com">www.kwgliving.com</a></u></b> <i>(The information on this website does not form part of this prospectus)</i>
<b>Company secretary</b>	Ms. Chan Ching Nga (陳靜雅) <i>ACIS, ACS</i> Unit 8205A, Level 82 International Commerce Centre 1 Austin Road West Kowloon Hong Kong
<b>Audit Committee</b>	Ms. Ng Yi Kum ( <i>Chairperson</i> ) Mr. Fung Che Wai, Anthony Ms. Liu Xiaolan
<b>Remuneration Committee</b>	Ms. Ng Yi Kum ( <i>Chairperson</i> ) Mr. Kong Jiannan Mr. Fung Che Wai, Anthony
<b>Nomination Committee</b>	Mr. Kong Jianmin ( <i>Chairperson</i> ) Mr. Fung Che Wai, Anthony Ms. Ng Yi Kum

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## CORPORATE INFORMATION

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<b>Authorized representatives</b>	Mr. Kong Jiannan (孔健楠) Room 302 No. 13 Fujin East Road Yuexiu District Guangzhou Guangdong Province China  Ms. Chan Ching Nga (陳靜雅) Unit 8205A, Level 82 International Commerce Centre 1 Austin Road West Kowloon Hong Kong
<b>Principal Share Registrar and transfer office in the Cayman Islands</b>	<b>Conyers Trust Company (Cayman) Limited</b> Cricket Square Hutchins Drive P.O. Box 2681 Grand Cayman, KY1-1111 Cayman Islands
<b>Hong Kong Share Registrar</b>	<b>Computershare Hong Kong Investor Services Limited</b> Shops 1712–1716 17/F, Hopewell Centre 183 Queen’s Road East Wanchai Hong Kong
<b>Principal bank</b>	<b>Industrial and Commercial Bank of China Limited, Guangzhou Industrial Avenue Branch</b> No. 31 Industrial Avenue North Haizhu District Guangzhou Guangdong Province China

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## INDUSTRY OVERVIEW

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*Certain information and statistics in this section and elsewhere in the prospectus relating to the property management industry and the overall China economy are derived from various official and independent third party sources and have been prepared on the basis of information made public by governmental entities and inter-governmental organizations and the commissioned research report from JLL. The information presented in this section and elsewhere in the prospectus from these and other sources represents the most recent information that is currently available from those sources.*

*We believe that the sources of the information in this section and elsewhere in this prospectus are appropriate and we have taken reasonable and cautious care in extracting and reproducing such information. We have no reason to believe that such information is false or misleading in any material respect or that any fact has been omitted that would render such information false or misleading in any material respect. We, the Joint Sponsors, the Joint Representatives, the Underwriters, their respective directors, employees, agents, representatives, affiliates and advisers and all other parties (other than JLL) involved in the Global Offering have not independently verified, and have made no representation as to, the completeness, accuracy or fairness of such information from official or other third party sources. Such information may not be consistent with, and may not have been compiled with the same degree of accuracy or completeness as, other information compiled within or outside China. Accordingly, the official and other third party sources contained or referred to herein may not be accurate and should not be unduly relied on.*

### INTRODUCTION

In connection with the Global Offering, we have commissioned JLL, an Independent Third Party, for use in this prospectus to prepare the industry research report with necessary information on the markets of residential property management, commercial property management and operational service in China. JLL has charged us a total fee of approximately RMB420,000 for the preparation of the industry research report, which we believe is in line with the market rate for similar reports.

JLL is an international professional services and investment management firm offering specialized real estate services to clients seeking increased value by owning, occupying and investing in real estate. JLL has nearly 300 corporate offices, operates in more than 80 countries and has a global workforce of more than 94,000.

This section was prepared primarily by the designated market research team based on the followings and considered that the information and statistics are reliable:

- data from various Chinese government publications;
- site visits and interviews;
- recognized research institutions; and
- proprietary database of JLL.

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## INDUSTRY OVERVIEW

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The following sets out the main reasons for JLL to adopt the above sources of information and considered them as reliable:

- It is a general market practice to adopt official data and announcements from various Chinese government agencies; and
- JLL understands the data collection methodology and data source of its proprietary database and the subscribed database from CREIS (中指數據), CEIC (司爾亞司數據).

While preparing this section, JLL has relied on the assumptions listed below:

- all documents provided by the Group are true and correct;
- all published data by the relevant Chinese government authorities are true and correct;
- JLL makes no warranty or representation that these forecasts will be achieved. The market of residential property management, commercial property management and operational service is constantly fluctuating and changing. JLL will not take any responsibility to predict or in any warrant the future conditions of the market; and
- where subscribed data is obtained from recognized research and public institutions, JLL will rely upon the apparent integrity and expertise of such institutions.

Our directors confirm that, as of the Latest Practicable Date, to the best of their knowledge, after taking reasonable care, there is no material adverse change in the market information since the date of JLL Report or the date of the relevant data contained in the JLL Report which may qualify, contradict or have an impact on the information in this section.

### OVERVIEW OF THE PRC & THE GREATER BAY AREA

#### The Economy & the Real Estate Market in the PRC

As the world's second-largest economic entity, the GDP in the PRC increased from RMB64,128 billion in 2014 to RMB99,087 billion in 2019, with a CAGR of 9.1%. The growth rate of PRC economy slowed down as a result of COVID-19 and the GDP of the first half in 2020 received a year-on-year decrease of 1.6%. However, with the ease of COVID-19 and incentive policies, the economy experienced a modest growth of 3.2% in the second quarter of 2020 after a steep 6.8% slump in the first quarter.

In line with the rapid growth of the PRC economy, the total real estate investment in the PRC also increased steadily from RMB9,504 billion in 2014 to RMB13,219 billion in 2019, representing a CAGR of 6.8%, despite a series of tightening measures imposed by the central government to cool down the overheated housing market. Due to the COVID-19 outbreak, the real estate market has been significantly influenced but has gradually resumed to normal. According to CRIC, the contracted sales amount of the Top 100 developers has achieved a year-on-year growth rate of 24.8% in July and a slight year-on-year increase of 1.2% during the period between January and July. Moreover, despite the influence of the COVID-19, the key drivers of the PRC's real estate in the medium to long term are expected to remain stable and resilient.

## INDUSTRY OVERVIEW

### Selected economic statistics and real estate market statistics of the PRC (2014–2019)

	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>CAGR (2014–2019)</u>
Nominal GDP (RMB billion)	64,128	68,599	74,006	82,075	90,031	99,087	9.1%
Total Population (million)	1,368	1,375	1,383	1,390	1,395	1,400	0.5%
Urbanization (%)	54.8	56.1	57.4	58.5	59.6	60.6	N/A
<b>Real Estate Market</b>							
Total real estate investment (RMB billion)	9,504	9,598	10,258	10,980	12,026	13,219	6.8%
Total GFA of properties completed (million sq.m.)	1,075	1,000	1,061	1,015	936	959	–2.2%
Total GFA of properties sold (million sq.m.)	1,206	1,285	1,573	1,694	1,717	1,716	7.3%

*Source: National Bureau of Statistics*

### The Economy & the Real Estate Market in the Greater Bay Area

The economy of the Greater Bay Area is strong, contributing to approximately 12% of the total GDP in the PRC with approximately 5% of the population. Meanwhile, comparing with the whole PRC, its total population increased with a higher CAGR, and its urbanization rate has reached a much higher level.

As one of the most densely populated and economically prosperous regions, the real estate market in the Greater Bay Area is prosperous. The total real estate investment in the Greater Bay Area increased with a CAGR of 16.2% during the year of 2014–2018. The GFA of properties completed in the Greater Bay Area increased from 53 million sq.m. in 2014 to 65 million sq.m. in 2019.

### Selected economic statistics and real estate market statistics of the Greater Bay Area (2014–2019)

	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>CAGR (2014–2019)</u>
Nominal GDP (RMB billion)							
(excluding Hong Kong SAR and Macau SAR)	5,864	6,338	6,907	7,571	8,095	8,690	8.2%
Nominal GDP (RMB billion)							
(including Hong Kong SAR and Macau SAR, adjusted by exchange rates in corresponding years)	8,024	8,658	9,455	10,127	10,962	11,635	7.7%
Total Population (million)	65.5	66.7	68.0	69.6	71.2	72.6	2.1%
Urbanization (%)	85.9	86.3	86.7	87.0	87.5	N/A	N/A
<b>Real Estate Market</b>							
Total real estate investment (RMB billion)*	629	708	860	983	1,149	N/A	16.2%**
Total GFA of properties completed (million sq.m.)*	53	43	45	59	51	65	4.0%
Total GFA of properties sold (million sq.m.)*	67	87	107	104	94	N/A	8.6%**

*Note: \* Data of Hong Kong SAR and Macau SAR is excluded*

*\*\* CAGR is calculated based on the data between 2014–2018.*

*Source: National Bureau of Statistics*



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## INDUSTRY OVERVIEW

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### THE RESIDENTIAL PROPERTY MANAGEMENT MARKET

#### Definition and Introduction

Residential property management refers to the behavior that a selected property management company was employed, entrusted and authorized by the owner of the residential property to manage and maintain the buildings, facilities, equipment and sites within the community. In the PRC, the residential properties usually exist in the form of community with a clear boundary.

#### Business and Revenue Model

Property management companies are required to guarantee basic management services and are encouraged to provide value-added services. Value-added services commonly refer to customized and specific services such as household management, booking services, house leasing, carpark management and so on. Property agency service is also a common value-added service, in which real estate agency institutions and agents provide property market information and agency services to clients, as well as collecting commission for the purpose of facilitating property transactions.

There are generally two main revenue models for property management service, known as the “lump sum basis” (包幹制) and the “commission basis” (酬金制). The “lump sum basis” model is the dominant revenue model, which allows the company to charge property owner a fixed service fees every time period and retain unused funds. In return, the company needs to do self-financing. The “commission basis” model is also preferred, as the management offers to acquire a fixed percentage of total service expense as the commission.

#### Overview of the Development

Benefited from the urbanization process in previous decades, the continuous development of residential properties created a huge demand for residential property management market. As a result, based on the statistics from CIA, the estimated market size of the PRC residential property management market reached RMB485 billion at the end of 2019. The average GFA of residential properties managed by the top 100 PRC property management companies increased from 18 million sq.m. in 2014 to 56 million sq.m. in 2018, with a CAGR of 32.6%.

#### Operation indicator of residential properties management market (2014–2019)

	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>CAGR</u> <u>(2014–2019)</u>
Average GFA of residential properties managed by the top 100 PRC property management companies (million sq.m.)	18	26	N/A	44	56	N/A	32.6%*

Note: \* CAGR is calculated based on the data between 2014–2018.

Source: China Property Management Institution

Meanwhile, the total revenue of residential properties management services provided by the top 100 PRC property management companies reached RMB90.4 billion in 2018, representing a CAGR of 30.5% during the period of 2015–2018. Specifically, the revenue from residential properties management fees increased from RMB35.1 billion in 2015 to RMB75.4 billion in 2018 with a CAGR

## INDUSTRY OVERVIEW

of 29.0%, while the revenue from value-added service for community reached RMB15.0 billion. Moreover, the revenue of residential properties management fee still takes up to 83.40% of total revenue in 2018, although the percentage decrease over time.

### Revenue indicator of residential properties management market (2014–2019)

	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>CAGR (2014–2019)</u>
Total revenue of residential management services of the top 100 PRC property management companies (RMB billion)	N/A	40.6	N/A	61.6	90.4	N/A	30.5%*
Total revenue of residential properties management fee of the top 100 PRC property management companies (RMB billion)	N/A	35.1	N/A	52.0	75.4	N/A	29.0%*
Total revenue of value-added service for community of the top 100 PRC property management companies (RMB billion)	N/A	5.5	N/A	9.6	15.0	N/A	39.5%*

Note: \* CAGR is calculated based on data between 2015–2018

Source: China Property Management Institution

According to the Notice of the State Council on Issuing the National Population Development Plan (2016–2030) (《國務院關於印發國家人口發展規劃 (2016–2030年)的通知》), the urbanization rate of the PRC is expected to reach 70% in 2030, while the urbanization rate is 60.6% in 2019. The increasing urbanization rate is expected to generate huge demand for both commodity housing and relative residential property management service. Together with the rising demand for better living quality and the trend of exploring value-added service, there are reasons to believe that, the overall market and the residential property management market are able to maintain such a strong growth in the foreseeable future.

**The residential property management market in the Greater Bay Area.** The residential property management market in the Greater Bay Area is prosperous. Firstly, on the demand side, the Greater Bay Area has been witnessing years of sustained population net inflow, while the figures in Beijing and Shanghai has decreased for two consecutive years. Moreover, the Guangdong Province has issued an Outline Development Plan for the Guangdong-Hong Kong-Macao Greater Bay Area (粵港澳大灣區發展規劃綱要). To improve the connectivity within the Greater Bay Area via transport infrastructure development is one of the key themes for the plan. With such supporting policy, the population inflow is expected to be remained an increasing trend, creating a huge demand on residential properties and related management service. Secondly, the plan also emphasizes refining and improving the quality for consumer services (生活性服務業) and brings about great opportunities for the residential property management market. Thirdly, coupling with the high disposable income of this area, the desire for high-quality property management services contributes to the relatively high management fee.

As estimated, the average GFA of residential properties under management in the Greater Bay Area of the top 10 leading property management companies in this area<sup>1</sup> increased with a CAGR of 23.0% during 2014–2019. Meanwhile, the residential properties management fee experienced a steady increase with a CAGR of 2.0% during 2014–2019, reaching RMB2.82 per sq.m. per month.

<sup>1</sup> The top 10 leading property management companies refer to the top 10 leading companies in the Greater Bay Area ranked by the CIA in 2019, and the Group ranked 10th among these companies.

## INDUSTRY OVERVIEW

The pricing of residential property management fees takes into consideration of multiple factors, including project positioning, location, service scope and etc. Across the country, the property management fee of residential properties, which are of similar quality and similar project type to the properties under management by the Group, ranges from approximately RMB1 to 8 per sq.m per month. As advised by JLL, given that the overall average property management fee for the Group's residential properties ranged between RMB2.6 to RMB2.9 per sq.m. per month during the Track Record Period, therefore, the Group's average property management fees charged for the residential properties are within the industry price range.

### Operation indicator of the residential property management market in the Greater Bay Area (2014–2019)

	2014	2015	2016	2017	2018	2019	CAGR (2014–2019)
Average GFA of residential properties under management in Greater Bay Area of the top 10 companies <sup>1</sup> (million sq.m.)*	8.2	9.5	11.9	15.1	18.5	23.0	23.0%
Average residential properties management fee in the Greater Bay Area (RMB per sq.m. per month)*	2.56	2.67	2.77	2.78	2.82	2.82	2.0%

Note: \* Data of Hong Kong SAR and Macau SAR is excluded

Source: JLL

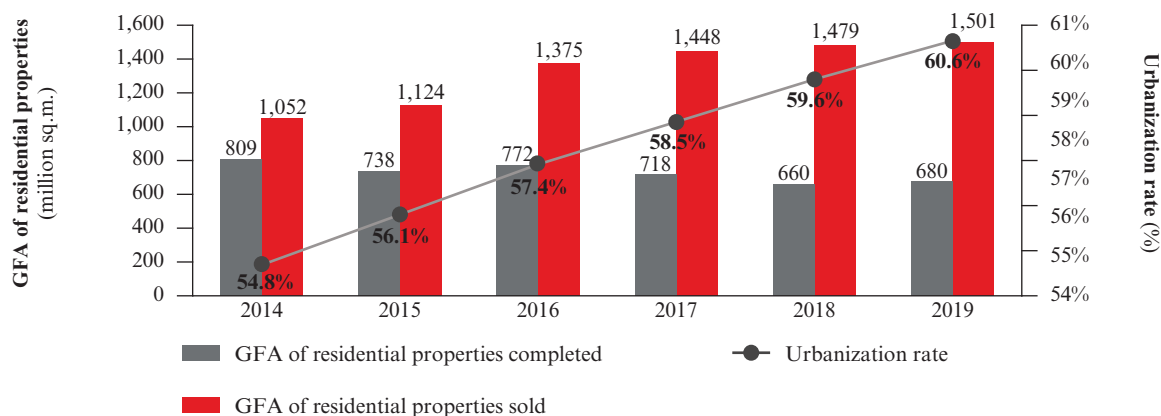
**Impact of the COVID-19 outbreak.** Recently, due to the COVID-19 outbreak, the operational cost of residential property management services has increased subsequently, because of the increasing cost of labor, disinfectants, and PPE (Personal Protective Equipment). However, the revenue stream of the industry remained resilient. The income of residential property management fee is stable and only the income of value-added service is affected partly. Local governments, such as Shenzhen and Hangzhou, also introduced subsidy policies for the industry. More importantly, the pandemic has leveled up the demand for professional and branded management service, which is likely to stimulate the development of residential property management service in the future. Therefore, there is a reason to believe that, in the middle and long term, the residential property management market will be benefited correspondingly.

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### Key Growth Drivers

**Continuous urbanization and development of residential real estate market.** The urbanization rate in the PRC reached 60.6% in 2019. Accompanied with the rapid urbanization, the amount of commodity residential properties also surged in China. It is expected that the growth of urban population will continuously levels up the demand for the commodity housing, which further generates a demand for residential property management service.

**Urbanization and selected residential real estate market indicators of China (2014–2019)**



Sources: National Bureau of Statistics of China

**Increase in disposable income and expenditure of urban residents.** Per capita disposable income of urban residents and per capita consumption expenditure of urban residents reached RMB42,359 and RMB28,063 in 2019. In response to such growth, spending on residential property management also increased as people demand better living conditions.

**Per capita income and expenditure indicators of the PRC (2014–2019)**

	2014	2015	2016	2017	2018	2019	CAGR (2014–2019)
Per capita disposable income of urban residents (RMB)	28,844	31,195	33,616	36,396	39,251	42,359	8.0%
Per capita consumption expenditure of urban residents (RMB)	19,968	21,392	23,079	24,445	26,112	28,063	7.0%

Sources: National Bureau of Statistics of China

**Favorable policies. A series of favorable policies were promulgated.** The Circular of the National Development and Reform Commission (NDRC) on the Opinions of Relaxing Price Controls in Certain Services (《國家發展和改革委關於放開部分服務價格意見的通知》) allows the management fee to be set based on negotiation instead of regulation. The Guidance on Accelerating the Development of the Resident Service Industry to Promote the Upgrading of Consumption Structure (《關於加快發展生活性服務業促進消費結構升級的指導意見》) promotes the development of property management industry. In June 2017, the Opinion on Strengthening and Improving the Governance of Urban and Rural Communities (《關於加強和完善城鄉社區治理的意見》) encouraged the industry to expand its geographical coverage into rural areas.

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## INDUSTRY OVERVIEW

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### Future Opportunities and Challenges

**Adopting merger and acquisition strategies for market expansion.** The market leaders are commonly adopting the merger and acquisition strategy to expand their market shares. In recent years, a growing number of leading property management companies are actively looking for financing and listing opportunities. With the support of the capital market, the property companies are eager to achieve a substantial business expansion through merger and acquisition actions. It is expected that more mergers and acquisitions will take place in the near future.

**Increasing proportion of value-added service.** According to the China Property Management Institute, the proportion of value-added service in total revenue of the top 100 PRC property management companies has increased from 13.6% in 2015 to 16.6% in 2018. Because of the higher profit margin of value-added service, value-added services will be the new opportunity for residential property management companies to outperform the others.

**Digital Management.** With the prevalent adoption of the internet, big data, internet of things (IoT) and other related technologies, property management companies are motivated to promote the application of digital management. Popular practices include one-stop service app, intelligent facilities management system, access control system and etc. These practices promote the management efficiency and cut the expense. Moreover, it provides an opportunity for management companies to extend their service chains. For example, some companies are integrating B2C (Business to Customer) services into their online platform.

**Growing labor cost.** The property management market is a labor-intensive market. The average annual wage is increasing in recent years, which results in a growing labor cost. The average annual wage of real estate industry indicates such trend.

#### Labor costs of China (2014–2019)

	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>CAGR</u> <u>(2014–2019)</u>
Average annual wage of workers in real estate industry (RMB)	55,568	60,244	65,497	69,277	75,281	80,157	7.6%

*Source: National Bureau of Statistics*

## THE COMMERCIAL PROPERTY MANAGEMENT AND OPERATIONAL SERVICE MARKET

### Definition and Introduction

The commercial property management refers to the general term of property management of various commercial property types. However, this section focuses on two dominant types, namely, office buildings and retail commercial properties. Different from residential property, commercial property has the characteristics of large visitors flow rate, diverse components, multiple functions and large public areas. Therefore, the management service provided is technically more completed.

Apart from the property management service, the commercial property requires commercial operational service. It refers to the consulting and operation service provided from the period of design and construction to the period of handover and operation.

## INDUSTRY OVERVIEW

### Business and Revenue Model

The business model includes two aspects. On the one hand, property management companies provide a similar but more complicated property management service comparing to the residential sector. On the other hand, from the perspective of commercial property operation, property management companies mainly focus on tenant management services, such as tenants filtering for an appropriate mix, rental pricing, rental contracts drafting, rent collecting and etc. To further support the owners, property management companies also engage in multiple services, including but not limited to, marketing, events organizing, consulting service as well as value-added services.

The revenue stream of commercial property management and operational service is diverse, and the revenue models differ based on the service content provided. The following table sets out the fee basis to be charged by commercial operational service providers in general:

**Revenue model of commercial property management and operational service**

Period	Development Stage	Service Provided	Revenue Model
Pre-opening	Design and Construction	<b>Commercial Operational Service</b> Consultancy Services <i>(Project Positioning and Planning)</i>	One-time fixed price
		Tenant Management Service <i>(Tenant Sourcing)</i>	
Post-opening	Handover/Operation	<b>Property Management Service</b> <i>(Facilities' Renovation and Upgrade, Cleaning Service, Security Service, Fire Safety)</i>	Lump sum basis or Commission basis
		<b>Commercial Operational Service</b> Tenant Management Service <i>(Tenants Filtering, Rental Pricing and Adjusting, Rental Contracts Drafting, Rent Collecting)</i>	Commission basis
		<b>Value-added Services</b> <i>(Paid Memberships, Gift Cards and Management of advertising space, etc.)</i>	
		<b>Commercial Operational Service</b> Marketing Services <i>(Brand Marketing, Sales Promoting)</i>	Fixed Price based on GFA
		<b>Commercial Operational Service</b> Events Organizing <i>(Brand Marketing Events, Exhibitions, Temporary Sales Stalls and Advertisement Booth)</i>	One-time fixed price

Source: JLL

### Overview of the Development

The rise of commercial property management was benefited from the rapid expansion of commercial property development in the last few decades. At the end of 2019, the accumulated GFA of commercial properties under management in China reached 3.43 billion sq.m. Moreover, since the profit margin is higher in the commercial sector than in the residential sector, the companies are proactively expanding their portfolio of commercial properties under management.

**Development overview of commercial property management.** The estimated market size of the commercial property management market in China was RMB274 billion in 2019.

## INDUSTRY OVERVIEW

The average GFA of both office and retail commercial properties managed by the top 100 PRC property management companies soared to 6.4 million sq.m. and 4.8 million sq.m. in 2018, indicating a CAGR of 26.6% and 25.6% respectively. In terms of revenue, the office management service provided by the top 100 PRC property management companies achieve a total revenue of RMB24.8 billion in 2018, with a CAGR of 19.3% during the period of 2015 to 2018. During the same period, the total revenue of retail commercial properties management service of top 100 PRC property management companies increased from RMB4.5 billion to RMB11.6 billion, representing a CAGR of 36.7%.

### Operation indicators of commercial property management in the PRC (2014–2019)

	2014	2015	2016	2017	2018	2019	CAGR (2014–2019)
<b>Office Properties</b>							
Average GFA of office properties managed by the top 100 PRC property management companies (million sq.m.)	2.5	3.2	N/A	4.8	6.4	N/A	26.6%*
Total revenue of office management services of the top 100 PRC property management companies (RMB billion)	N/A	14.6	N/A	19.0	24.8	N/A	19.3%**
<b>Retail Commercial Properties</b>							
Average GFA of retail commercial properties managed by the top 100 PRC property management companies (million sq.m.)	2.0	2.2	N/A	3.6	4.8	N/A	25.6%*
Total revenue of retail commercial properties management services of the top 100 PRC property management companies (RMB billion)	N/A	4.5	N/A	8.4	11.6	N/A	36.7%**

Note: \* CAGR is calculated based on data between 2014–2018

\*\* CAGR is calculated based on data between 2015–2018

Source: China Property Management Institution

**Development overview of commercial operational service.** With the progression of the commercial property market, developers are putting more emphasis on long-term benefits and preferring to hold the properties and generate profits by renting out instead of selling. Correspondingly, the demand of professional commercial operational service has developed substantially, and the service contents expanded along the development process consequently. As estimated, the total GFA managed by the commercial operational companies increased from 267.3 million sq.m. in 2014 to 623.7 million sq.m. in 2019, with a CAGR of 17.7% during the period.

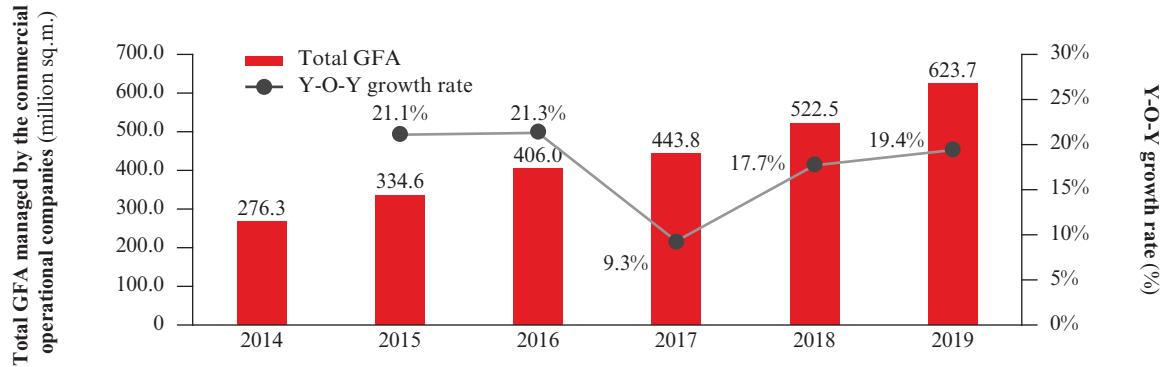


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## INDUSTRY OVERVIEW

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Market indicator of commercial operational market (2014–2019)



Source: JLL

In addition, as the PRC's tertiary industry still takes up a much smaller proportion, namely 53.9% in 2019, than those of well-developed countries, the continuous growth of service industry is expected to create an increasing demand for office properties. Similarly, the proportion of household consumption in GDP is still relatively low compared with the other developed countries, so a continuous growth of consumption power is expected in the future. This will drive the demand for the retail properties, which expands the market of property management service in return. Meanwhile, the retail properties are also exploring methodologies to differentiate themselves from online shopping, creating more opportunities for the commercial management and operational market. Therefore, there are reasons to believe that, the commercial property management and operational service market will experience a substantial growth in the future.

### **The Commercial Property Management & Operational Service Market in the Greater Bay Area.**

The commercial property management market in the Greater Bay Area is robust, with the estimated total GFA of commercial property under management reached 300.7 million sq.m. in 2019. Meanwhile, the market of the commercial operational service in the Greater Bay Area has also experienced a rapid and substantial development. The market size of the commercial operational service grew from approximately 42.0 million sq.m. in 2014 to approximately 70.0 million sq.m. in 2019, representing a CAGR of 10.8%.

The robust market is contributed by multiple factors. On the one hand, with the ambition to build a world-class bay area, the government is undertaking substantial steps to upgrade industries, focusing on the industries of finance, technological innovation and advanced manufacturing. The developers actively respond by acquiring new lands for office properties development. As such, the overall supply of office buildings is expected to increase. For example, the newly-supply of Grade-A office properties in Shenzhen in the upcoming five years is approximately 7.6 million sq.m., which is about the same size of the existing stock. On the other hand, with increasing disposable income and population in the area, the purchasing power in this area is generally on the rise. The total retail sales of consumer goods of almost all the cities in the Greater Bay Area achieved a CAGR of around 7% during the past five years. Moreover, the consumers in this area are in demand of unique and diversified shopping experience, which also brings about great business opportunity for retail property management and operational service. As a result, the market of retail property and related management service has also shown a promising development trend.

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In terms of the management fee in the Greater Bay Area, the average management fee for office properties remains relatively stable during 2014–2019 while the average retail properties management fee increases with a CAGR of 2.0%. However, it is worth noting that, the average management fee for office properties dropped sharply in 2015 and increase with a CAGR of 2.2% in the later four years. It was mainly due to the increasing supply of office properties in the cities of Foshan and Zhuhai in 2015, which has a relatively low management fee.

Comparing to residential properties, the pricing of property management fee for commercial properties differs more given its complicated service content, diverse property types, project positioning and etc. Across the country, the average property management fee of office buildings and shopping malls, which are of similar quality and characteristics to the properties under management by the Group, mainly ranges from approximately RMB8 to 40 per sq.m per month and from RMB10 to 90 per sq.m. per month, respectively, with the shopping malls typically commands a higher average property management fee level than office buildings. As advised by JLL, given that the overall average property management fee for the Group’s commercial properties ranged between RMB10.9 to RMB19.7 per sq.m. per month during the Track Record Period, therefore, the Group’s average property management fees charged for the commercial properties are within the industry price range.

### Market indicator of commercial operational market in Greater Bay Area (2014–2019)

	<u>2014</u>	<u>2015</u>	<u>2016</u>	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>CAGR (2014–2019)</u>
Total GFA in Greater Bay Area managed by the commercial operational companies (million sq.m.)*	42.0	46.9	52.8	59.5	65.2	70.0	10.8%
Average office management fee in the Greater Bay Area (RMB per sq.m. per month)*	11.21	9.23	9.66	9.96	10.13	10.29	–1.7%
Average retail properties management fee in the Greater Bay Area (RMB per sq.m. per month)*	7.34	6.15	5.66	7.43	8.12	8.11	2.0%

*Note: \* Data of Hong Kong SAR and Macau SAR is excluded*

*Source: JLL*

**Impact of the COVID-19 outbreak.** Similar to the residential property management market, the operational cost has also increased because of the recent COVID-19 outbreak. Moreover, with the quarantine policies in place, a negative impact regarding the footfall and sales in brick-and-mortar stores is inevitable in the short term. The retailers are under immense pressure, and some have to cease operation. Some developers, owners, and property management companies thus decided to slash rent and management fee for their commercial tenants to help them ride out the impact of the disease. Similar cases also happened in the office sector. As a result, the income of commercial property management and operational service market has been affected in the short term as the commercial operational service providers collect a certain percentage of rent as income. Nevertheless, the rent reduction measures taken have gradually expired.

However, with the ease of pandemic and supporting policies issued by local governments, such as the consumption coupons to boost retail recovery, the market has gradually resumed to normal, with the consumer traffic and sales rebounded. Studies show that the average daily sales in key monitored retail enterprises in March 2020 increased by 3.2% from February 2020, and the resumption rate in the catering sector has reached 85.4% nationwide. Moreover, as the pandemic raises the demand for professional commercial property management service, there are reasons to

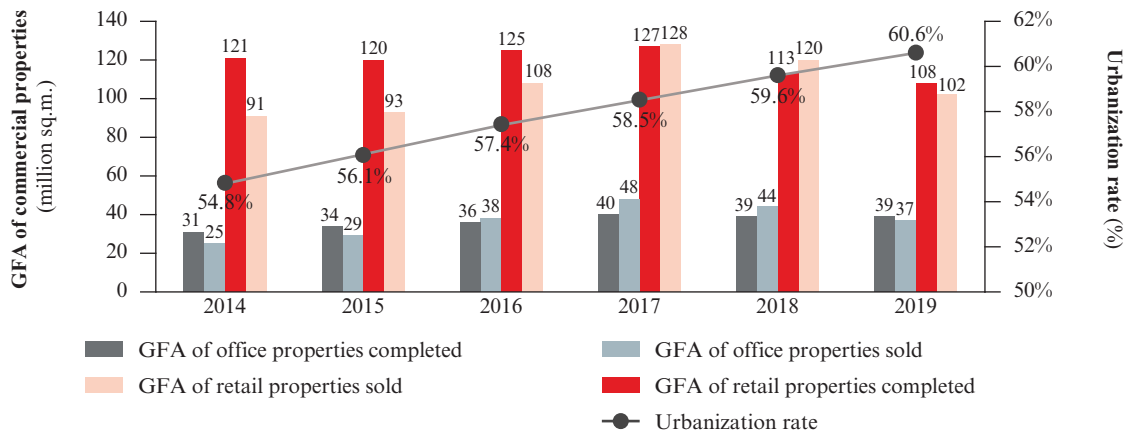
## INDUSTRY OVERVIEW

believe that the PRC's commercial real estate market as well as the commercial property management and operational service market are able to remain resilient in the medium and long run, especially in the cities with robust economy, high population density and consumption power. Nonetheless, under the pressure of economic downturn, it is expected that the negative impacts of COVID-19 will increase vacancy rate and decrease average rents in the short term, which will also affect the commercial property management and operational market.

### Key Growth Drivers

**Rapid urbanization and further development of commercial property market.** Similar to the residential sector, the significant growth in urbanization process and commercial property market also increases the demand on management and operation service of commercial properties.

**Urbanization and selected commercial real estate market indicators of China (2014–2019)**



*Sources: National Bureau of Statistics of China*

**Increase in disposable income and expenditure of urban residents.** Both per capita disposable income and consumption expenditure of urban residents had grown steadily in recent years, reaching RMB42,359 and RMB28,063 respectively in 2019. The growing income and expenditure level up people's demand for the high-quality commercial properties which requires maintenance and operational service.

**Favorable policies and government's promotion on consumption.** The favorable policies of property management discussed above also imposed a positive impact on the development of commercial property management and operational industry.

In addition, to spur domestic demand, steps have been taken to stimulate commodity circulation and cultivate an environment for consumption. Following the Opinions on Accelerating Commodity Circulation and Promoting Commercial Consumption (《關於加快發展流通促進商業消費意見》) issued by the State Council, multiple policies were promulgated by other ministries and local governments to promote consumption. It brings about great business opportunity for commercial property management companies.

**Continuous innovation in commercial real estate market.** The real estate industry is continuously trying to embrace innovations in recent years. In the retail sector, it has become the priority task for the retail commercial properties to create tactile and engaging experiences that cannot be easily

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replicated online. More catering, cinemas, gyms etc. are introduced into the retail commercial properties. Similarly, there is a trend of adopting co-working space and green building technology in the office sector. As a result, more challenges have been imposed on the management service. It thus drives the development of the commercial property management industry.

### Future Opportunities and Challenges

**Digital management and operation.** Considering the complexity of running a commercial property, the owner and management company are more eager to promote the digital management and operation. Firstly, it can help to monitor the conditions of daily operations, including number of daily visitors, consumer behaviors and etc. Secondly, it is beneficial to tenant management. With hundreds of rent contracts having different covenants, it is a great challenge for the management companies to take good care of all tenants.

**Expansion of service scope.** To maintain market competitiveness, the providers of commercial property management and operational service are seeking to offer more diversified services. Consulting service for both developers and tenants is one of the aspects. In addition, the companies are also paying more attention to the value-added services. Online platform and mobile application are widely adopted to enrich the value-added services such as paid memberships, membership points, gift cards for better promotion and a good shopping experience for consumers.

**Customized and Featured Retail Commercial Projects.** Owing to the intense competition of the market, the leading providers of management and operational service strive to distinguish their managing retail projects by providing customized design of operation theme, tenant mix and store layout. The shopping centres with featured theme are generally more favored by customers.

## COMPETITIVE LANDSCAPE

### Competitive Landscape

The PRC property management industry is fragmented and competitive. As estimated, the market size of the residential property management accounts for approximately 68.93% of the overall property management market in terms of the total GFA under management. Meanwhile, the sub-segment of commercial properties, industrial park as well as public properties account for 15.60%, 6.21% and 9.27%, respectively. The competition is also fierce in the sub-markets. Overall, there are approximately 0.13 million property management service providers in the industry in 2019. Moreover, the increasing market concentration rate indicates a fiercer competition in the industry. According to CIA, the market share of the Top 100 Property Management Companies has experienced a constant increase, with the figure increase from 19.50% in 2014 to 43.61% in 2019. The average GFA managed by the top 10 companies is about five times of the average GFA managed by the top 100, reaching 0.22 billion sq.m.

In the sub-markets for specific property types, the competition is also fierce. Specifically, the residential property management market has around 114,000 participants. As estimated, the market share of the top 5 companies in residential property management service market reached 9.1% in 2019 when the top 5 market share of overall market is only 7.5%. Meanwhile, the top 5 market share of commercial property management and operational service market is around 13.9%. It is partly contributed by the fact that there are fewer participants in the respective sub-sector. In addition, companies may also specialize in managing specific types of properties, and they normally have larger shares in those sub-markets. However, even with relatively higher concentration ratio, the

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market of commercial property management and operational service is still at the early development stage, compared with residential property management. It has fewer competitors and leaves larger room for the companies to expand.

### Entry Barrier

**Service Quality and Service Experience.** Although the qualification requirement of management companies is canceled, the market still requires professional and refined service after years of development. The early participants, who has cultivated enough experience, can guarantee the service quality and has advantages over the others.

**Reliable Project Source.** The companies maintaining good relationship with developers, or affiliated to developers will have advantages over the others in terms of obtaining new projects. Moreover, once the property management company is selected, it is not easy for the property owners to change their management companies. Therefore, early participants who has achieved certain market share across the region generally possess competitive advantages over the new entrants.

**Brand Reputation.** Brand reputation has been built up among top property management companies in the PRC. It is an important factor when obtaining projects in the public market. New entrants, without an established brand face increasing difficulty in penetrating into the market.

### Ranking of the Group

Carrying the company philosophy of “Careful Housekeeper”, the Group has become a leading player in the market. According to CIA, in 2019 and 2020, the Group ranked 18th and 17th separately in China Top 100 Property Management Companies (中國物業服務百強企業) in terms of comprehensive strength<sup>1</sup>. As estimated, the Group accounted for approximately 0.09% of the total GFA under management in the PRC property management market in 2019. In terms of the residential property management market, the Group accounted for approximately 0.12% and 0.85% of the total GFA under management in China and the Greater Bay Area, respectively.

The Company also made a strong presence in the Greater Bay Area and ranked 10th among the leading property management companies in the Greater Bay Area, according to the CIA. Moreover, in 2019, the Group ranked 1st and 2nd in terms of revenue per sq.m. and revenue growth rate among these 10 leading companies while these top 10 leading property management companies accounted for approximately 8% of the total GFA under management in the PRC property management market.

In addition, the Group offers not only property management service for both residential and commercial properties, but also commercial operational service. Among similar competitors that also provide both commercial property management services and commercial operational services, according to JLL, we were ranked 7th in terms of total GFA under management in China, and 5th in terms of total GFA under management<sup>2</sup> in the Greater Bay Area. In addition, according to JLL, we were ranked sixth among the property management companies with commercial operational services in the PRC in terms of total revenue in 2019.

<sup>1</sup> Comprehensive strength is assessed taking consideration of following aspects: scale of operations, financial performance, service quality, growth potential and social responsibility.

<sup>2</sup> Only include the residential properties, offices and retail properties in the mainland cities of the Greater Bay Area.

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### Top Property Management Companies providing commercial operational service by total GFA under management (China), 2019

Ranking	Company	Market Share (%)
1	Company A	1.20%
2	Company B	0.58%
3	Company C	0.30%
4	Company D	0.29%
5	Company E	0.27%
6	Company F	0.15%
7	The Group	0.09%

### Top Property Management Companies providing commercial operational service by total GFA under management (the Greater Bay Area), 2019

Ranking	Company	Market Share (%) <sup>2</sup>
1	Company A	2.57%
2	Company B	1.57%
3	Company E	1.47%
4	Company G	1.12%
5	The Group	0.80%

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Our business operations are subject to extensive supervision and regulation from the PRC government. This section sets out a summary of the main laws and regulations applicable to our business in PRC.

### LAWS AND REGULATIONS RELATING TO PROPERTY MANAGEMENT SERVICES

#### Foreign Invested Property Management Enterprises

All companies established in the PRC are subject to the Company Law of the People's Republic of China 《中華人民共和國公司法》 (hereafter referred to as the “**Company Law**”, which was promulgated by the Standing Committee of the National People's Congress (the “**SCNPC**”) on December 29, 1993, came into effect on July 1, 1994, and was subsequently revised on December 25, 1999, August 28, 2004, October 27, 2005, December 28, 2013, and October 26, 2018). The Company Law provides for the establishment, corporate structure and corporate management of companies, which also applies to foreign-invested enterprises. Where laws and regulations relating to foreign investment provide otherwise, such stipulations shall apply.

Pursuant to the Foreign Investment Law of the People's Republic of China 《中華人民共和國外商投資法》 (promulgated by SCNPC on March 15, 2019 and came into effect on January 1, 2020) and the Regulations on Implementation of Foreign Investment Law of the People's Republic of China 《中華人民共和國外商投資法實施條例》 (promulgated by the State Council on December 26, 2019 and came into effect on January 1, 2020), the PRC will further implement the open-up policy, proactively promote foreign investment, protect the legitimate rights and interests of foreign investment and regulate the management of foreign investment. The various policies of the State to support the development of enterprises shall equally apply to foreign-invested enterprises according to laws. Foreign investors' capital contributions, profits, capital gains, income from asset disposals, intellectual property royalties, compensation or indemnification obtained legally and gains from liquidation can be freely remitted in or out of China in RMB or foreign exchange. The State implements a management system comprising pre-access national treatment along with a negative list with respect to foreign investment. Foreign investors shall not invest in any field prohibited by the Negative List for Foreign Investment. For any field with investment restricted by the Negative List for Foreign Investment, foreign investors shall meet the special management measures for restricted investment stipulated under the Negative List, such as the requirements on shareholding and senior management members. Any field that does not fall within the Negative List shall be administered under the principle of consistency between domestic and foreign investment.

According to the Special Administrative Measures for Access of Foreign Investment (Negative List) 2019 Edition (《外商投資准入特別管理措施(負面清單)(2019年版)》) (promulgated on June 30, 2019 and came into effect on July 30, 2019), property management service and commercial operation service are not included in the above Negative List and are the industries that allows foreign merchants to make investments.

Pursuant to the Measures for the Reporting of Foreign Investment Information 《外商投資信息報告辦法》 (promulgated by the Ministry of Commerce and the State Administration for Market Regulation on December 30, 2019 and came into effect on January 1, 2020), where foreign investors carry out investment activities directly or indirectly within the PRC, foreign investors or foreign-funded enterprises shall report investment information to competent commerce departments through the enterprise registration system and the National Enterprise Credit Information Publicity System.



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### Qualification of Property Management Enterprises

According to the Regulation on Property Management (《物業管理條例》) (No. 379 Order of the State Council, the “**Regulation on Property Management**”), which was promulgated on June 8, 2003, came into effect since September 1, 2003, and was amended on August 26, 2007, February 6, 2016 and March 19, 2018, the State adopted a qualification administration systems for enterprises engaged in property management activities.

According to Decision of the State Council on Canceling the Third Batch of Administrative Licensing Items Designated by the Central Government for Implementation by Local Governments (《國務院關於第三批取消中央指定地方實施行政許可事項的決定》) (GF[2017]No.7), which was promulgated on January 12, 2017 and came into effect on the same day, the examination and approval of second grade or below qualifications of property management enterprises were cancelled. According to the Decision of the State Council on Canceling a Group of Administrative Licensing Items (《國務院關於取消一批行政許可事項的決定》) (GF [2017] No.46), which was promulgated by the State Council on September 22, 2017 and came into effect on the same day, the examination and approval of first-grade qualification of property management enterprises was cancelled.

According to the Notice of the General Office of Ministry of Housing and Urban-Rural Development on Effectively Implementing the Work of Canceling the Qualification Accreditation for Property Management Enterprises (《住房城鄉建設部辦公廳關於做好取消物業服務企業資質核定相關工作的通知》) (Jian Ban Fang [2017] No.75), which was promulgated and came into effect on December 15, 2017, application, change, renewal or re-application of the qualifications of property management enterprises shall not be accepted, and the qualifications obtained already shall not be a requirement for property management enterprises to undertake new property management projects.

According to the Decision of the General Office of Ministry of Housing and Urban-Rural Development on Abolishing the Measures for the Administration on Qualifications of Property Management Enterprises (《住房城鄉建設部關於廢止〈物業服務企業資質管理辦法〉的決定》) (promulgated by the General Office of Ministry of Housing and Urban-Rural Development on March 8, 2018 and came into effect on the same day), the Measures for the Administration on Qualifications of Property Management Enterprises is abolished and the qualification accreditation for property management enterprises is canceled.

According to the Decision of the State Council on Revising and Repealing Certain Administrative Regulations (《國務院關於修改和廢止部分行政法規的決定》) (No. 698 Order of the State Council), which was promulgated and became effective on March 19, 2018, the requirements on qualifications of the property management enterprises in Regulation on Property Management was deleted, and the Regulation on Property Management was revised accordingly and implemented on March 19, 2018.

### Appointment of Property Management Enterprises

According to the Property Law of the PRC (《中華人民共和國物權法》)(No. 62 Order of the President, the “**Property Law**”), which was promulgated on March 16, 2007 and came into effect on October 1, 2007, property owners can either manage the buildings and ancillary facilities by themselves, or by entrusting the matter to a property management enterprise or other custodians. As regards the property management enterprise or any other custodians hired by the developer,

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property owners are entitled to alter it in accordance with law. Property management enterprises or other custodians shall manage the buildings and ancillary facilities within the area of the building as agreed with the property owners, and shall be subject to the supervision by them.

According to the Regulation on Property Management, the selecting, employing and dismissing of property management enterprise shall be subject to the approval by owners who possess exclusive areas accounting for more than half of the total area of buildings and owners who account for more than half of the total number of owners. Where a developer recruits and selects any property management enterprise before it is selected by owners and the general meeting, such developer shall conclude a written preliminary property management contract with the enterprise. A sales contract concluded by the construction entity and the realty buyer shall include the contents stipulated in the preliminary property management contract. The preliminary property management contract may stipulate the contract duration. If the property management contract signed by the property owners' committee and the property management enterprise comes into force within the term of preliminary property management, the preliminary property management contract automatically terminates.

According to the Regulation on Property Management and the Interim Measures for Tender and Bidding Management of Preliminary Property Management (《前期物業管理招標投標管理暫行辦法》) (Jian Zhu Fang [2003] No.130), which was promulgated on June 26, 2003 and came into effect on September 1, 2003, preliminary property management services shall be implemented by the property management enterprise employed by the construction entity before the owners or the owners' general meeting select a property management enterprise at its own discretion. The construction entity of residential buildings and non-residential buildings located in the same property management areas shall engage the property management enterprises of corresponding qualification through bid-invitation and bidding. In cases where there are no more than 3 bidders or the residence scale is relatively small, the construction entity may select the property management enterprise with corresponding qualifications through agreement upon approval by the administrative department of real estate of the people's government of the district or county of the place where the realty is located. Where the developer of a residential property fails to hire the property management enterprise through a tender and bidding process or hire the property management enterprise by signing agreement without the approval of relevant government authority, the competent real estate administrative department of the local government at the county level or above shall order it to make correction within a prescribed time limit, issue a warning and may impose with the penalty of no more than RMB100,000.

Bid assessment shall be the responsibility of the bid assessment committee established by the bid inviter (the developer) in accordance with relevant laws and regulations. The bid assessment committee shall be composed of the representative of the bid inviter and experts in the related property management fields and the number of members shall be an odd number at or above five. The expert members other than the representatives of the bid inviter shall represent at least two-thirds of the total members. Expert members in the bid assessment committee shall be determined by random select from the roster of experts established by the competent real estate administrative department. A person having an interest with a bidder may not join the bid assessment committee of the related project.

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In addition, according to the Interpretation of the Supreme People's Court on Several Issues the Specific Application of Law in the Trial of Cases of Disputes over Property Management Service (《最高人民法院關於審理物業服務糾紛案件具體應用法律若干問題的解釋》) (Fa Shi [2009] No.8), which was promulgated on May 15, 2009 and came into effect on October 1, 2009, the preliminary property management contract signed according to the relevant laws and regulations by the developer and the property management enterprise and the property management contract signed by the property owners' committee and property management enterprises hired according to the relevant laws and regulations by the general meeting are legally binding on property owners, the people's court shall not support a claim if property owners plead as property owners are not party to the contract. The court shall support a claim if property owners' committee or property owners appeal to the court to confirm that the clauses of property management services contracts which exempt the responsibility of property management enterprises or which aggravate the responsibility or harm the rights of property owners' committee or property owners are invalid.

### Charging of Property Management Enterprises

According to the Measures on the Charges of Property Service (《物業服務收費管理辦法》) (Fa Gai Jia Ge [2013] No.1864), which was promulgated on November 13, 2003 and came into effect on January 1, 2004, property management enterprises may charge fees from property owners for the maintenance, conservation and management of properties, ancillary facilities and related grounds, and the maintenance of the environmental health and order of relevant areas according to relevant property management services contracts. Property service charges shall be reasonable, transparent, and suitable for the level of services offered, and shall follow either government-guided pricing or market-regulated pricing based on the nature and features of properties of various kinds. In what way the charges are priced shall be determined by competent price departments under the people's governments of all provinces, autonomous regions and municipalities directly under the Central Government, in concert with the competent departments of real estate.

According to the Guidance Rules of the Owners' Meeting and the Property Owners' Association (《業主大會和業主委員會指導規則》) (promulgated by Ministry of Housing and Urban-Rural Development on December 1, 2009 and came into effect on January 1, 2010), the scope, standards and fee arrangements for property management services shall be decided at the property owners' meeting, and shall be subject to the approval of more than 50% of all the relevant property owners whose exclusive parts account for more than 50% of the total area of the building.

As agreed between the property owners and property management enterprises, the fees for the property management services can be charged either as a lump-sum basis or a commission basis. The lump-sum basis refers to the charging mode requiring property owners to undertake the fixed property management expenses and property management enterprises to enjoy or assume the surplus or deficit. The commission basis refers that property management enterprises may collect its service fee in the proportion or amount as agreed from the property management income in advance, the rest of which shall be exclusively used on the items as stipulated in the property management contract, and property owners shall enjoy or assume the surplus or deficit.

Property management enterprises shall expressly price their services according to law, and display its service items and standards, charged items and standards and other related contents on the noticeable positions in the management areas publicly.

According to the Provisions on Clearly Marking the Prices of Property Services (《物業服務收費明碼標價規定》) (Fa Gai Jia Jian [2004] No.1428), which was promulgated on July 19, 2004 and came into effect on October 1, 2004, property management enterprises shall clearly mark the price, state

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service items and standards and relevant information on services (including property management services under the property management contract and services entrusted by property owners) provided to the owners. If the clearly-marked charging standard changes, property management enterprises shall adjust all relevant information one month before implementing the new standard and indicate the date of implementing the new standard.

According to the Notice by NDRC and the MOHURD of Issuing the Measures on Supervision over Pricing of Property Management Services (Trial) (《國家發展改革委及建設部關於印發物業服務定價成本監審辦法(試行)的通知》) (Fa Gai Jia Ge [2007] No.2285), which was promulgated on September 10, 2007 and came into effect on October 1, 2007, the pricing cost of property management services should be the average cost of community property services as verified by the competent price administration department of the people's government. With the assistance of competent real estate administrative department, competent pricing department is responsible to organize the implementation of the property management pricing cost supervision and examination work. Property management services pricing cost shall include staff costs, expenses for daily operation and maintenance on public facilities and equipment, green conservation costs, sanitation fee, order maintenance cost, public facilities and equipment as well as public liability insurance costs, office expenses, shared administration fee, fixed assets depreciation and other fees approved by property owners.

According to the Circular of NDRC on the Opinions for Decontrolling the Prices of Some Services (《國家發展改革委關於放開部分服務價格意見的通知》) (Fa Gai Jia Ge [2014] No.2755) (the “Circular”), which was promulgated and came into effect on December 17, 2014, the competent price departments of all provinces, autonomous regions and municipalities shall implement relevant procedures to decontrol the prices of the property management services fee for non-affordable housing, including fees charged by a property management company to the property owners for (i) provision of repair, maintenance, and management services to such non-affordable housing, the ancillary facilities and equipment as well as relevant sites thereof; and (ii) provision of services for maintaining the environmental sanitation and relevant order within the managed area, which are conducted in accordance with relevant property management contracts entered into with the property owners.

Notwithstanding the above, the Circular still requires property management fees for affordable housing, housing-reform properties and properties in old residential areas and property management fees under preliminary property management service contracts remain subject to price guidance imposed by provincial level price administration departments and the administrative departments of housing and urban-rural development. For now, most provincial governments still impose government guidance prices for the fees charged under preliminary property management service agreements while the price control on property management service fee charged under the formal property management service contracts entered into between the property management service company and the property owners' association is generally relaxed.

### **LAWS AND REGULATIONS RELATING TO OTHER MAIN BUSINESS OF THE COMPANY**

#### **Real Estate Brokerage Business**

According to the Urban Real Estate Administration Law of the PRC (《中華人民共和國城市房地產管理法》) (No. 29 Order of the President of the PRC), which was promulgated by the Standing Committee of the National People's Congress on July 5, 1994, came into effect on January 1, 1995 and revised on August 30, 2007, August 27, 2009, and 26 August 2019, real estate intermediate service agencies include real estate consultants, real estate evaluation agencies, real estate brokerage

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agencies, etc. Real estate intermediate agencies shall meet the following conditions: (1) have their own name and organization; (2) have a fixed business site; (3) have the necessary assets and funds; (4) have a sufficient number of professionals; (5) other conditions specified by laws and administrative regulations.

According to the Administrative Measures for Real Estate Brokerage (《房地產經紀管理辦法》) (No.8 Order of the MOHURD, NDRC and Ministry of Human Resources and Social Security), which was issued by the MOHURD, NDRC and Ministry of Human Resources and Social Security on January 20, 2011, came into effect on April 1, 2011 and revised on March 1, 2016, real estate brokerage agencies and their branches shall go to the competent housing and urban-rural development (real estate) authority for handling the filing formalities within 30 days from the date of receiving business licenses. A real estate brokerage institution or its branch shall, within 30 days as of the date of fetching a business license, go through the filing formalities with the competent housing and urban-rural development (real estate) authority. The real estate brokerage services shall be subject to a marked price system. A real estate brokerage institution shall abide by the price laws, regulations and rules, and indicate real estate brokerage service items, service details, fee rate, prices of relevant properties and other information at an eye-catching place in its premise.

### FOREIGN EXCHANGE REGULATIONS

According to Regulations on the Administration of Foreign Exchange of the PRC (《中華人民共和國外匯管理條例》) (Order No.532 of the State Council), which was promulgated on January 29, 1996, came into effect on April 1, 1996 amended on January 14, 1997 and August 5, 2008, and became effective on August 5, 2008), foreign currency earnings of domestic entities or individuals can be transferred back to the PRC or deposited overseas. Foreign exchange receipts for current account transactions may be retained or sold to financial institutions engaged in the settlement or sale of foreign exchange in accordance with the relevant provisions of the State. Before reserving the foreign exchange income under the capital items or selling it to any financial institution operating the foreign exchange sale or settlement business, the approval of the competent foreign exchange administrative organ shall be obtained, unless it is otherwise provided by the state.

According to the Notice on Further Simplifying and Improving the Foreign Exchange Management Policies for Direct Investment (《關於進一步簡化和改進直接投資外匯管理政策的通知》) (Hui Fa [2015] No.13), which was promulgated on February 13, 2015 and came into effect on June 1, 2015, the administrative approval for foreign exchange registration under domestic direct investment and overseas direct investment have been canceled, the banks will review and carry out foreign exchange registration under domestic direct investment and overseas direct investment (collectively known as direct investment foreign exchange registration) directly, while the SAFE and its branches shall implement indirect supervision over foreign exchange registration of direct investment via the banks.

According to the Notice of State Administration of Foreign Exchange on Reforming and Regulating the policies for the Administration of Foreign Exchange Settlement under the Capital Account (《國家外匯管理局關於改革和規範資本項目結匯管理政策的通知》) (Hui Fa [2016] No.16), which was promulgated and came into effect on June 9, 2016, the settlement of foreign exchange receipts under the capital account (including foreign exchange capital, external debts, funds repatriated from overseas listing, etc.) entitled to discretionary settlement according to relevant policies, shall be conducted in the banks as actually needed for business operation. The RMB funds obtained by a domestic entity from its discretionary settlement of foreign exchange receipts under the capital account shall be included in the account pending for foreign exchange settlement and payment. The discretionary exchange settlement ratio of foreign exchange receipts under the capital



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account of domestic entities is tentatively set as 100%. The State Administration of Foreign Exchange may adjust the above ratio in due time in accordance with the balance of payment status. Where there are restrictive provisions in any current regulation on the settlement of foreign exchange receipts under the capital account of domestic institutions, the provisions shall prevail.

### LAWS AND REGULATIONS RELATING TO TAXATION

#### Enterprise Income Tax

According to the PRC Enterprise Income Tax Law (《中華人民共和國企業所得稅法》) ([2007] No.63 Order of the President) promulgated on March 16, 2007 and became effective from January 1, 2008 and amended on February 24, 2017 and December 29, 2018 and the Regulation on the Implementation of Enterprise Income Tax Law of the PRC (《中華人民共和國企業所得稅法實施條例》) ([2007] No.512 Order of the State Council) promulgated on December 6, 2007 and became effective from January 1, 2008 and amended on April 23, 2019, enterprises are classified as either “resident enterprises” or “non-resident enterprises”. “Resident enterprises” refers to enterprises that are set up in the PRC under the PRC laws, or that are set up in accordance with the law of the foreign country (region) whose actual administration institution is in PRC, and shall pay enterprise income tax at a rate of 25%. “Non-resident enterprises” refers to enterprises established under the law of the foreign country (region) with “de facto management bodies” outside the PRC, but have set up institutions or establishments in PRC or, without institutions or establishments set up in the PRC, have income originating from PRC, shall pay enterprise income tax on its passive income derived from the PRC at a reduced rate of 10%.

#### Income Tax in Relation to Dividend Distribution

Pursuant to the Arrangement between Mainland China and Hong Kong for the Avoidance of Double Taxation and Prevention of Fiscal Evasion with respect to Taxes on Income (《內地和香港特別行政區關於對所得避免雙重徵稅和防止偷漏稅的安排》) promulgated on August 21, 2006, last amended on December 31, 2019 and newly applicable to income derived in any year of assessment commencing on or after January 1, 2020 in Mainland China and to any year commencing on or after April 1, 2020 in Hong Kong, a company incorporated in Hong Kong will be subject to withholding income tax at a rate of 5% on dividends it receives from its PRC subsidiaries if it holds 25% or more of equity interest in each of such PRC subsidiary at the time of the distribution, or a rate of 10% if it holds less than 25% equity interest in that subsidiary.

According to the Measures for the Administration of Non-Resident Taxpayers’ Enjoyment of the Treatment under Agreements (《非居民納稅人享受協定待遇管理辦法》) promulgated by the SAT on October 14, 2019 and became effective on January 1, 2020, non-resident taxpayers shall judge by themselves that they meet the conditions for entitlement to treaty benefits. Non-resident taxpayers may obtain such entitlement themselves at the time of making tax declarations, or at the time of making withholding declarations via withholding agents. At the same time, they shall collect, gather and retain relevant materials for future reference, and shall accept the follow-up administration of tax authorities.

#### Value-added Tax

According to the Provisional Regulations on Value-added Tax of the PRC (《中華人民共和國增值稅暫行條例》) (Order No. 134 of the State Council), which was promulgated on December 13, 1993, came into effect on January 1, 1994, and was amended on November 5, 2008, February 6, 2016 and November 19, 2017, and the Detailed Rules for the Implementation of the Provisional

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Regulations of the PRC on Value-Added Tax (《中華人民共和國增值稅暫行條例實施細則》) (No. 50 Order of the Ministry of Finance), which were promulgated and came into effect on December 25, 1993 and revised on December 15, 2008 and October 28, 2011, entities and individuals that sell goods or labor services of processing, repair or replacement, sell services, intangible assets, or immovables, or import goods within the territory of the People's Republic of China are taxpayers of value-added tax ("VAT"), and shall pay VAT. The tax rate for taxpayers engaging in sale of services and intangible assets shall be 6% unless otherwise stipulated.

According to the Circular on Comprehensively Promoting the Pilot Program of the Collection of Value-added Tax in Lieu of Business Tax (《關於全面推開營業稅改徵增值稅試點的通知》) (Cai Shui [2016] No. 36), which was promulgated on March 23, 2016, came into effect on May 1, 2016, and was partially invalidated by subsequent regulations, the pilot program of the collection of VAT in lieu of business tax shall be promoted nationwide in a comprehensive manner starting from May 1, 2016, and all business tax payers engaged in the building industry, the real estate industry, the financial industry and the life service industry shall be included in the scope of the pilot program with regard to payment of value-added tax instead of business tax.

### LABOR AND SOCIAL INSURANCE-RELATED LAWS AND REGULATIONS

According to the Labor Law of the PRC (《中華人民共和國勞動法》), which was promulgated on July 5, 1994, came into effect on January 1, 1995 and was amended on August 27, 2009 and December 29, 2018, employers shall establish and improve their rules and regulations in accordance with the law so as to ensure that workers enjoy labor rights and perform their labor obligations. Labor contracts shall be concluded if labor relationships are to be established.

According to the Labor Contract Law of the PRC (《中華人民共和國勞動合同法》), (promulgated on June 29, 2007, came into effect on January 1, 2008 and was amended on December 28, 2012 and came into effect on July 1, 2013) and the Regulation on the Implementation of the Labor Contract Law of the PRC (《中華人民共和國勞動合同法實施條例》) (promulgated and came into effect on September 18, 2008), labor contracts must be concluded in written form. Upon reaching an agreement after due negotiation, an employer and an employee may conclude a fixed-term labor contract, a non-fixed-term labor contract or a labor contract that concludes upon the completion of certain work assignment. Upon reaching an agreement after due negotiation with employees or under other circumstances in line with legal conditions, an employer may terminate a labor contract and dismiss its employees in accordance with law. Labor contracts concluded before the issuance of Labor Law and existing during its effective term shall continue to be acknowledged.

According to the Social Insurance Law of PRC (《中華人民共和國社會保險法》), which was promulgated on October 28, 2010, came into effect on July 1, 2011, and was amended on December 29, 2018, the state shall establish a social insurance system including basic endowment insurance, basic medical insurance, employment injury insurance, unemployment insurance and maternity insurance to guarantee the rights of citizens to legally obtain material assistance from the state and society in case of old age, illness, work-related injuries, unemployment and childbirth. Employers and individuals shall pay social insurance premiums in accordance with law. Where an employer fails to pay social insurance premiums in full or on time, the social insurance premium collection agency shall order it to pay or make up the balance within a prescribed time limit, and shall impose a daily late fee at the rate of five-ten thousandths of the outstanding amount from the due date; if still failing to pay within the time limit prescribed, a fine of one time to three times the amount in default will be imposed on them by the relevant administrative department.



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## REGULATORY OVERVIEW

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According to Regulations on the Administration of Housing Provident Fund (《住房公積金管理條例》), which was promulgated and came into effect on April 3, 1999, and was amended on March 24, 2002 and March 24, 2019, an entity shall undergo the formalities for registration of housing provident fund contribution with the housing provident fund management center, and undergo the formalities for opening housing provident fund accounts for its employees. An entity shall timely and fully deposit housing accumulation fund, and shall not deposit it by exceeding the time limit, or deposit less than it should. Where an entity fails to make deposit registration of the housing accumulation fund or failing to open a housing accumulation fund account for its employees, it shall be ordered by the housing accumulation fund management center to make up the procedures within a time limit; if it fails to make up the procedures within the time limit, it shall be given a fine of RMB10,000 to RMB50,000. Where an entity fails to deposit the housing accumulation fund within the time limit or by under-depositing the fund, it shall be ordered by the housing accumulation fund management center to deposit the fund within a time limit; if it fails to deposit the fund within the time limit, it may apply to the people's court for enforcement.

According to Interim Provisions on Labor Dispatch (《勞務派遣暫行規定》) promulgated on January 24, 2014, and became effective on March 1, 2014, employers shall strictly control the number of dispatched laborers which shall not exceed 10% of the total number of its workers. Where an employer violates the above provisions, the labor administrative department shall order rectification within a specified period of time; if the situation is not rectified within the specified period, a fine from RMB5,000 to RMB10,000 for each person shall be imposed.

### INTELLECTUAL PROPERTY RIGHTS RELATED LAWS AND REGULATIONS

#### Trademark Law

According to the Trademark Law of the PRC (《中華人民共和國商標法》) (Order No.10 of the SCNPC) (promulgated by the SCNPC on August 23, 1982 and amended on February 22, 1993, October 27, 2001, August 30, 2013 and April 23, 2019) and the PRC Trademark Law Implementing Regulations (《中華人民共和國商標法實施條例》) (Order No. 358 of the State Council) (promulgated on August 3, 2002 and came into effect on September 15, 2002 and amended on April 29, 2014), the period of validity of a registered trademark shall be ten years. A trademark registrant intending to continue to use the registered trademark upon expiry of the period of validity shall undergo the renewal formalities. The period of validity of each renewal is ten years. If the renewal formalities are not undergone within the period, the registration of the trademark shall be canceled. Where two or more trademark registration applicants apply for registration of identical or similar trademarks to be used on identical or similar goods, the trademark, the registration of which is applied for first, shall be preliminarily approved and published; or if the applications are filed on the same day, the trademark which is used first shall be preliminarily approved and published, while the applications of the others shall be rejected without publication. No application for trademark registration may infringe upon the existing prior rights of others, and bad-faith registration by illicit means of a trademark with a certain reputation already used by another party shall be prohibited.

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## REGULATORY OVERVIEW

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### Domain Name

According to the Administrative Measures for Internet Domain Names (《互聯網域名管理辦法》) (No.43 Order of the Ministry of Industry and Information Technology), which was promulgated on August 24, 2017 and came into effect on November 1, 2017, the Ministry of Industry and Information Technology is responsible for managing Internet network domain names of China. The “.CN” and the “.Zhongguo (in Chinese character)” shall be China’s national top-level domains. Where a domain name root server or a domain name root server operating institution, domain name registry or domain name registrar is to be established within the territory of China, the corresponding permit issued by the Ministry of Industry and Information Technology or the communications administration of the province, autonomous region or municipality directly under the Central Government shall be obtained in accordance with these Measures. The principle of “first-to-file” is adopted for domain name services. The applicant of domain name registration shall provide the agency of domain name registration with the true, accurate and complete information about the domain name holder’s identity for the registration purpose.

### LAWS AND REGULATIONS RELATING TO PROTECTION OF PERSONAL INFORMATION

According to the General Provisions of the Civil Law of the PRC (《中華人民共和國民法總則》), which was promulgated on March 15, 2017 and came into effect on October 1, 2017, the personal information of a natural person shall be protected by the law. Any organization or individual shall legally obtain the personal information of others when necessary and ensure the safety of such personal information, and shall not illegally collect, use, process or transmit the personal information of others, or illegally buy or sell, provide or make public the personal information of others.

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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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### OUR HISTORY AND DEVELOPMENT

#### History

Our history can be traced back to 2004, when we commenced to provide residential property management services for properties developed by KWG Group. KWG Holdings, a large-scale real estate developer in China, is our controlling shareholder before completion of the Spin-off. In 2006, we expanded our service scope to provide commercial property management and operational services for properties developed by KWG Group. Benefiting from the mutual beneficial and complementary relationship between KWG Group and us, we have become a comprehensive property management service provider in China with strong footprint in the Greater Bay Area and expanded our geographic presence to 38 cities and autonomous county including major cities such as Beijing, Shanghai, Chengdu and Suzhou as of April 30, 2020. We also began to provide residential property management and commercial property management and operational services for properties developed by third-party property developers in 2019. According to CIA, we were ranked 18th and 17th among the Top 100 Property Management Companies in China (中國物業服務百強企業) in terms of overall strength in 2019 and 2020, respectively. As of April 30, 2020, we were contracted to provide residential property management and commercial property management and operational services to a total of 195 projects across 38 cities and autonomous county in China with an aggregate contracted GFA of approximately 34.4 million sq.m..

#### Business development milestones

The following table sets out a summary of our Group's major business development milestones:

<u>Year</u>	<u>Milestone</u>
2004	We commenced to provide residential property management services focusing on Guangzhou area
2006	We expanded our service scope to provide commercial property management and operational services
2009–2011	We started to expand to other areas in the PRC outside Guangzhou, including Beijing, Chengdu and Suzhou
2017	We were honored as one of the Top 100 Property Management Companies in China (中國物業服務百強企業) by CIA for four consecutive years commencing from 2017
2018	We were honored as the Leading Property Management Companies in terms of Characteristic Service (中國特色物業服務領先企業) by CIA for three consecutive years commencing from 2018

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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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<u>Year</u>	<u>Milestone</u>
2019	<p>We commenced to provide property agency services to property developer with respect to newly developed residential properties with the establishment of Guanli Property</p> <p>We were honored as Outstanding Enterprise in Application of Smart Technology (2019 年度智能化應用優秀企業) by Guangzhou Property Management Industry Association (廣州市物業管理行業協會)</p>
2020	<p>We were awarded 2019 High Growth Commercial Property Enterprise of the Year (2019年度高成長商業地產企業) by Linkshop.com (聯商網)</p>

### OUR CORPORATE DEVELOPMENT

Our Company was incorporated in the Cayman Islands under the Cayman Islands Companies Law as an exempted company with limited liability on September 11, 2019, and became the holding company and listing vehicle of our Group upon completion of the Reorganization. See the paragraph headed “Reorganization” below for details.

#### **Our operating subsidiaries in the PRC**

During the Track Record Period and as of the Latest Practicable Date, our business operations had been carried out by our operating subsidiaries established or acquired by our Group in the PRC. Set out below are the major corporate developments including major changes in the equity interests in our operating subsidiaries in the PRC during the Track Record Period:

#### *Ningjun Property*

Ningjun Property is principally engaged in the provision of residential property management services and commercial property management services. Ningjun Property was established in the PRC with limited liability on May 13, 2004 with an initial registered capital of RMB0.8 million, fully paid up by cash, and was owned as to 90% by Guangzhou Tianjian Real Estate Development Co., Ltd.\* (廣州市天建房地產開發有限公司) (“**Tianjian Real Estate**”) and 10% by Guangzhou Fuhui Property Development Co., Ltd.\* (廣州市富暉物業發展有限公司) (“**Fuhui Property**”) as of the date of its establishment. Each of Tianjian Real Estate and Fuhui Property was beneficially owned as to 100% by Mr. Kong Jianmin at the time of establishment of Ningjun Property.

On May 9, 2005, Tianjian Real Estate transferred 90% of the equity interest in Ningjun Property to Guangzhou Tianjian Holdings Co., Ltd.\* (廣州市天建控股有限公司) (“**Tianjian Holdings**”) at a consideration of RMB720,000, which was determined after arm’s length negotiation with reference to the registered capital of Ningjun Property at the time of such transfer. Tianjian Holdings was beneficially owned as to 100% by Mr. Kong Jianmin at the time of such transfer. On July 12, 2006, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan acquired 76.5%, 15% and 8.5% of the equity interest in Ningjun Property from Tianjian Holdings and Fuhui Property for a consideration of RMB612,000, RMB120,000 and RMB68,000, respectively. The consideration was determined after arm’s length negotiation with reference to the registered capital of Ningjun Property at the time of such acquisition.

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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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Pursuant to the reorganization of KWG Holdings in 2006 in preparation for the listing of its shares on the Stock Exchange, on July 24, 2006, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan transferred this respective 76.5%, 15% and 8.5% of the equity interest in Ningjun Property to Fast Choice, an indirect wholly-owned subsidiary of KWG Holdings, at a total consideration of US\$80,000, which was determined after arm's length negotiation between the parties. Upon completion of such transfers, Ningjun Property became a wholly-owned subsidiary of Fast Choice.

On July 26, 2007, the registered capital of Ningjun Property was increased to RMB7 million through a capital injection in the amount of RMB6.2 million by Fast Choice. On January 31, 2008, for the purpose of internal reorganization, Fast Choice transferred the entire equity interest in Ningjun Property to Total Super, an indirect wholly-owned subsidiary of KWG Holdings, at a consideration of RMB7 million, which was determined after arm's length negotiation with reference to the registered capital of Ningjun Property at the time of such transfer. Upon completion of such transfer, Ningjun Property became a wholly-owned subsidiary of Total Super.

As part of the Reorganization, Hejing Youhuo injected RMB63 million as additional registered capital of Ningjun Property, representing 90% of the enlarged registered capital of Ningjun Property on March 5, 2020 and acquired the remaining 10% of the equity interest in Ningjun Property from Total Super at a consideration of RMB34.55 million on March 24, 2020. See the paragraph headed "Reorganization" below for details. Upon completion of such capital injection and the equity transfer, Ningjun Property became wholly-owned by Hejing Youhuo. As of the Latest Practicable Date, Ningjun Property was wholly-owned by Hejing Youhuo and was an indirect wholly-owned subsidiary of our Company.

### ***Liheng Commercial***

Liheng Commercial is principally engaged in the provision of commercial property management and operational services. It was established in the PRC with limited liability on June 20, 2019 with an initial registered capital of RMB100 million, to be fully paid up in accordance with its articles of association, and was wholly-owned by Ningjun Property as of the date of its establishment.

As part of the Reorganization, on January 7, 2020, Ningjun Property transferred its entire equity interest in Liheng Commercial to Hejing Youhuo. See the paragraph headed "Reorganization" below for details. Upon completion of such transfer and as of the Latest Practicable Date, Liheng Commercial was wholly-owned by Hejing Youhuo and was an indirect wholly-owned subsidiary of our Company.

### ***Guanli Property***

Guanli Property is principally engaged in the provision of property agency services. It was established in the PRC with limited liability on March 7, 2019 with an initial registered capital of RMB1 million, to be fully paid up in accordance with its articles of association, and was wholly-owned by Ningjun Property as of the date of its establishment.

As part of the Reorganization, on January 10, 2020, Ningjun Property transferred its entire equity interest in Guanli Property to Hejing Youhuo. See the paragraph headed "Reorganization" below for details. Upon completion of such transfer and as of the Latest Practicable Date, Guanli Property was wholly-owned by Hejing Youhuo and was an indirect wholly-owned subsidiary of our Company.

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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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### *Jiangtianyue Property*

Jiangtianyue Property is principally engaged in the provision of residential property management services. It was established in the PRC with limited liability on October 17, 2019 with an initial registered capital of RMB5 million, to be fully paid up in accordance with its articles of association, and has been wholly-owned by Ningjun Property since its establishment.

### *Fuxin Property*

Fuxin Property is principally engaged in the provision of residential property management services. It was established in the PRC with limited liability on June 23, 2003 with an initial registered capital of RMB0.8 million, fully paid up by cash, and was owned as to 70% by Ms. Mo Yibin (莫亦斌) and 30% by Ms. Liang Caicha (梁彩茶) as of the date of its establishment. Ms. Mo Yibin is the spouse of Mr. Kong Jiannan and Ms. Liang Caicha is the mother-in-law of Mr. Kong Jiannan. Each of Ms. Mo Yibin and Ms. Liang Caicha held the equity interest in Fuxin Property on trust for Mr. Kong Jianmin at the time of its establishment for administrative convenience.

Subsequent to a series of equity transfers and as part of the reorganization of KWG Holdings in 2006 in preparation for the listing of its shares on the Stock Exchange, on July 12, 2006, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan acquired 76.5%, 15% and 8.5% of the equity interest in Fuxin Property from Mr. Liang Bing and Ms. Wang Shaomei at a consideration of RMB612,000, RMB120,000 and RMB68,000, respectively. The consideration was determined after arm's length negotiation with reference to the registered capital of Fuxin Property at the time of such transfer. Pursuant to such reorganization, on July 24, 2006, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan transferred 76.5%, 15% and 8.5% of the equity interest in Fuxin Property to Able Talent International Limited (“**Able Talent**”), a wholly-owned subsidiary of KWG Holdings, at a total consideration of US\$120,000, which was determined after arm's length negotiation between the parties.

On July 26, 2007, the registered capital of Fuxin Property was increased to RMB7 million through a capital injection in the amount of RMB6.2 million by Able Talent. On January 24, 2008, for the purpose of internal reorganization, Able Talent transferred the entire equity interest in Fuxin Property to Profit Spring Investments Limited (“**Profit Spring**”), a wholly-owned subsidiary of KWG Holdings, at a consideration of RMB7 million, which was determined after arm's length negotiation with reference to the registered capital of Fuxin Property at the time of such transfer. On April 29, 2016, for the purpose of internal reorganization, Profit Spring transferred the entire equity interest in Fuxin Property to Ningjun Property at a consideration of RMB7 million, which was determined after arm's length negotiation with reference to the registered capital of Fuxin Property at the time of such transfer. Upon completion of the transfer and as of the Latest Practicable Date, Fuxin Property was wholly-owned by Ningjun Property and was an indirect wholly-owned subsidiary of our Company.



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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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### *Yijia Chuangsheng*

Yijia Chuangsheng is principally engaged in the provision of residential property management services and commercial property management services. It was established in the PRC with limited liability on July 13, 2000 with an initial registered capital of RMB1 million, fully paid up by cash, and was owned as to 70% by Mr. Zhu Kening (朱克寧), 25% by Mr. Zhong Huansheng (鍾環聲) and 5% by Mr. Chen Xu (陳旭) as of the date of its establishment. Each of Mr. Zhu Kening, Mr. Zhong Huansheng and Mr. Chen Xu was an Independent Third Party at the relevant time.

Subsequent to a series of equity transfers and capital injection between December 2001 and January 2016, Yijia Chuangsheng became owned as to 99% by Mr. Zhang Guozhu (章國柱) and 1% by Mr. Che Qiangmou (車強謀), both Independent Third Parties, with a registered capital of RMB20 million. On January 28, 2019, Mr. Zhang Guozhu and Mr. Che Qiangmou transferred 99% and 1% of the equity interest in Yijia Chuangsheng to Gangyu Enterprise at a consideration of RMB19.8 million and RMB0.2 million, respectively, which were determined with reference to the registered capital of Yijia Chuangsheng at the time of the transfer. Upon completion of such transfers and as of the Latest Practicable Date, Yijia Chuangsheng was wholly-owned by Gangyu Enterprise and was an indirect wholly-owned subsidiary of our Company.

### *Xingyu Property*

Xingyu Property is principally engaged in the provision of residential property management services. It was established in the PRC with limited liability on December 3, 2008 with an initial registered capital of RMB0.5 million, fully paid up by cash, and was owned as to 40% by Ms. Zhang Jinping (張金萍), 30% by Mr. Ye Hancong (葉漢聰), 15% by Mr. Zhong Xiaoping (鍾小平) and 15% by Mr. Chen Weirong (陳偉榮) as of the date of its establishment. Each of Ms. Zhang Jinping, Mr. Ye Hancong, Mr. Zhong Xiaoping and Mr. Chen Weirong was an Independent Third Party at the relevant time.

Immediately before we acquired Gangyu Enterprise, Xingyu Property was owned as to 60% by Yijia Chuangsheng and 40% by Foshan Xingfu Investment Co., Ltd.\* (佛山市星富投資有限公司), an Independent Third Party (save for its interest in Xingyu Property). For details of the acquisition of Gangyu Enterprise, please see “Acquisitions during the Track Record Period” in this section. Upon completion of the acquisition of Gangyu Enterprise and up to the Latest Practicable Date, Xingyu Property was an indirect non-wholly-owned subsidiary of our Company.



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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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### ACQUISITIONS DURING THE TRACK RECORD PERIOD

#### Acquisition of the entire equity interest in Ever Thriving and Gangyu Enterprise

Gangyu Enterprise is an investment holding company. It is not affiliated with any property developers in the PRC. Since January 28, 2019, it has been holding the entire equity interest in Yijia Chuangsheng, which in turn holds 60% of the equity interest in Xingyu Property. Before we acquired Gangyu Enterprise, it was owned as to 10% by Shanghai Jingzhao Enterprise Management Partnership Corporation (Limited Partnership)\* (上海勁兆企業管理合夥企業(有限合夥)) (“**Shanghai Jingzhao**”), 20% by Shanghai Weishen Commercial Consultancy Partnership Corporation (Limited Partnership)\* (上海偉神商務諮詢合夥企業(有限合夥)) (“**Shanghai Weishen**”), 20% by Shanghai Jingyi Commercial Consultancy Partnership Corporation (Limited Partnership)\* (上海勁毅商務諮詢合夥企業(有限合夥)) (“**Shanghai Jingyi**”) and 50% by Gorgeous Chance. Each of Shanghai Jingzhao, Shanghai Weishen and Shanghai Jingyi was an Independent Third Party at the relevant time. Gorgeous Chance was an investment holding company wholly-owned by Ever Thriving, which in turn was an investment holding company wholly-owned by Ms. Zhang Liqin (章麗勤), an Independent Third Party at the relevant time.

Immediately before we acquired Gangyu Enterprise, Yijia Chuangsheng and Xingyu Property were principally engaged in the provision of residential property management services and commercial property management services and had the following projects under their management:

	<u>Number of projects</u>	<u>Location</u>	<u>GFA under management</u> <i>(sq. m. in thousands)</i>
Residential properties	23	Guangdong	4,075
Non-residential properties	<u>6</u>	Guangdong	<u>715</u>
<b>Total</b>	<u>29</u>	—	<u>4,790</u>

Among these 29 projects, apart from one residential property with GFA under management of approximately 200,000 sq. m. which was developed by KWG Group, the other 28 projects were all developed by third-party property developers.

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Details of the five largest customers of Gangyu Enterprise and its subsidiaries collectively in 2018 are set forth below:

<u>Number</u>	<u>Customer</u>	<u>Background and principal business</u>	<u>Revenue</u> <i>(RMB'000)</i>	<u>Percentage contribution of total revenue of Gangyu Enterprise and its subsidiaries</u> <i>(%)</i>
1	Customer AA	A local property consultancy service provider based in Guangdong	5,506	5.2
2	Customer BB	A local property developer based in Guangdong	3,989	3.7
3	Customer CC	A local property developer based in Guangdong	2,500	2.3
4	Customer DD	A local property developer based in Guangdong	2,093	2.0
5	Customer EE	A local property developer based in Guangdong	1,770	1.7
<b>Total</b>			<b>15,858</b>	<b>14.9</b>

In order to expand our project portfolio and reduce reliance on KWG Group, we acquired the entire equity interest in Gangyu Enterprise, thereby indirectly acquiring the entire equity interest in Yijia Chuangsheng and 60% of the equity interest in Xingyu Property, by way of the following transactions.

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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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On January 31, 2019, Rising Wave acquired the entire issued share capital of Ever Thriving, which indirectly held 50% of the equity interest in Gangyu Enterprise, from Ms. Zhang Liqin at a consideration of RMB97,465,943. On February 2, 2019, Fuyu Property acquired 10%, 20% and 20% of the equity interest in Gangyu Enterprise from Shanghai Jingzhao, Shanghai Weishen and Shanghai Jingyi at a consideration of RMB20 million, RMB40 million and RMB40 million, respectively. The aggregate amount of consideration of RMB197,465,943 (equivalent to approximately 9.1 times of Gangyu Enterprise's net profit before taxation in 2018) was determined after arm's length negotiation with reference to the fair value of the total equity interests in Gangyu Enterprise and its subsidiaries of RMB197,465,943 as of January 31, 2019 as assessed by an independent valuer, and also taking into account (i) the amount of consideration of approximately RMB41.2 per sq.m. calculated based on the GFA under management of Yijia Chuangsheng and Xingyu Property immediately before the acquisition; (ii) the profitability of Yijia Chuangsheng and Xingyu Property taking into account the expected average property management fee of approximately RMB1.9 and RMB5.7 per sq.m. per month to be charged for residential properties and commercial properties, respectively; and (iii) Gangyu Enterprise's revenue of RMB96.3 million and net profit before taxation of RMB21.7 million for the year ended December 31, 2018. Such consideration was fully settled in January 2020.

As part of the Reorganization, Rising Wave transferred the entire issued share capital of Ever Thriving to Robust Profit on December 23, 2019, and Total Super transferred the entire equity interest in Fuyu Property to Hejing Youhuo on March 6, 2020. See the paragraph headed "Reorganization" below for details. Upon completion of such transfers, both Ever Thriving and Gangyu Enterprise became indirectly wholly-owned by our Company.

Our Directors have confirmed that none of the applicable percentage ratios as stipulated under the Listing Rules of the abovementioned acquisition of Ever Thriving and Gangyu Enterprise in aggregate exceeds 25%. Accordingly, the relevant pre-acquisition financial information of Ever Thriving and Gangyu Enterprise is not required to be disclosed pursuant to Rule 4.05A of the Listing Rules.

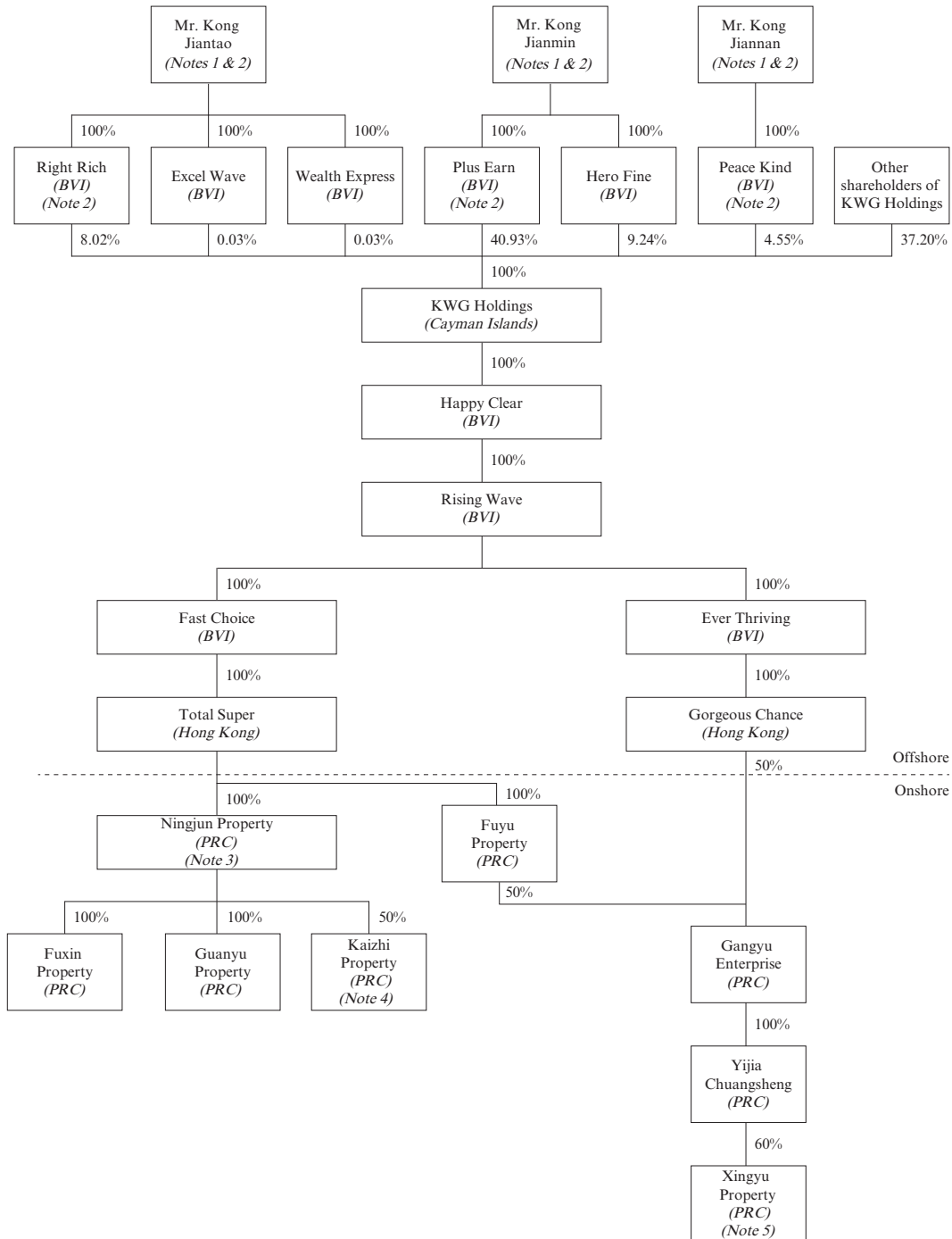
In addition to the 29 projects under management of Yijia Chuangsheng and Xingyu Property which we obtained through the acquisition of Gangyu Enterprise, after the completion of the acquisition of Gangyu Enterprise and up to April 30, 2020, we had secured six other property management projects with total contracted GFA of approximately 0.6 million sq. m. from new independent customers.

### REORGANIZATION

In preparation for the Listing, we underwent the Reorganization pursuant to which our Company became the holding company and listing vehicle of our Group and our PRC operations were transferred to our Company.

# HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The following chart sets forth our shareholding structure immediately before the Reorganization:



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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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*Notes:*

1. Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan are brothers.
2. On December 30, 2018, Plus Earn, Right Rich and Peace Kind entered into a shareholders' agreement to regulate their dealings in KWG Shares. As such, each of Plus Earn, Right Rich and Peace Kind was deemed to have interest in the shares and/or underlying shares held by the other parties pursuant to such shareholders' agreement under Section 317(1)(a) of the SFO. Thus, immediately before the Reorganization, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan were deemed to be interested in approximately 62.74%, 53.56% and 53.50% of the issued share capital of KWG Holdings, respectively.
3. Ningjun Property operates certain branch companies.
4. The remaining 50% of the equity interest in Kaizhi Property was owned by Zhejiang Caigen Information Technology Co., Ltd.\* (浙江菜根信息科技有限公司), an Independent Third Party.
5. The remaining 40% of the equity interest in Xingyu Property is owned by Foshan Xingfu Investment Co., Ltd.\* (佛山市星富投资有限公司), an Independent Third Party (save for its interest in Xingyu Property).

### **Incorporation of our Company**

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability on September 11, 2019 to act as the holding company and listing vehicle of our Group. As of the date of its incorporation, the authorized share capital of our Company was HK\$380,000 divided into 38,000,000 shares of HK\$0.01 each. On the date of its incorporation, one fully-paid share of our Company was issued and allotted at par to an initial subscriber, an Independent Third Party, and such share was transferred to Happy Harmony at par on the same date.

### **Incorporation of Robust Profit**

Robust Profit was incorporated in the BVI with limited liability on July 2, 2019 as our intermediate holding company of our Group in the BVI. As of the date of its incorporation, Robust Profit was authorized to issue a maximum of 50,000 shares of US\$1 each. On October 14, 2019, one fully-paid share of Robust Profit was issued and allotted to our Company at par and Robust Profit then became wholly-owned by our Company.

### **Incorporation of Forever Fame**

Forever Fame was incorporated in the BVI with limited liability on July 30, 2019 as our intermediate holding company of our Group in the BVI. As of the date of its incorporation, Forever Fame was authorized to issue a maximum of 50,000 shares of US\$1 each. On October 14, 2019, one fully-paid share of Forever Fame was issued and allotted to Robust Profit at par and Forever Fame then became wholly-owned by Robust Profit.

### **Incorporation of KWG Living (HK)**

KWG Living (HK) was incorporated in Hong Kong with limited liability on September 12, 2019 as our intermediate holding company of our Group in Hong Kong. On the date of its incorporation, one share of KWG Living (HK) was issued and allotted to an initial subscriber, an Independent Third Party, at a subscription price of HK\$1. On October 17, 2019, such share was transferred to Forever Fame at a consideration of HK\$1 and KWG Living (HK) then became wholly-owned by Forever Fame.

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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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### **Establishment of Hejing Youhuo**

Hejing Youhuo was established in the PRC with limited liability on October 17, 2019 as our intermediate holding company in the PRC. As of the date of its establishment, it had an initial registered capital of RMB50 million, to be fully paid up according to its articles of association, and was wholly-owned by Total Super. As part of the Reorganization, on March 4, 2020, Total Super transferred its entire equity interest in Hejing Youhuo to KWG Living (HK). See the paragraph headed “Acquisition of PRC subsidiaries” below for details.

### **Establishment of PRC operating subsidiaries**

To better organize our corporate structure and our business in different segments, as part of the Reorganization, the following PRC operating subsidiaries were established.

#### ***Liheng Commercial***

Liheng Commercial was established in the PRC with limited liability on June 20, 2019 as our operating subsidiary principally responsible for providing commercial property management and operational services. See the paragraph headed “Our operating subsidiaries in the PRC” above for details.

#### ***Guanli Property***

Guanli Property was established in the PRC with limited liability on March 7, 2019 as our operating subsidiary principally responsible for providing property agency services. See the paragraph headed “Our operating subsidiaries in the PRC” above for details.

### **Acquisition of PRC subsidiaries**

We acquired the following PRC subsidiaries as part of the Reorganization.

#### ***Hejing Youhuo***

On March 4, 2020, Total Super transferred its entire equity interest in Hejing Youhuo to KWG Living (HK) at nil consideration as the registered capital of Hejing Youhuo had yet to be paid up at the time of such transfer. Upon completion of such transfer and as of the Latest Practicable Date, Hejing Youhuo was wholly-owned by KWG Living (HK) and was an indirect wholly-owned subsidiary of our Company.

#### ***Ningjun Property***

On March 5, 2020, Hejing Youhuo injected RMB63 million as an additional registered capital of Ningjun Property, representing 90% of the enlarged registered capital of Ningjun Property, which was fully paid on March 19, 2020. Upon completion of such capital injection, Ningjun Property became owned as to 90% by Hejing Youhuo and 10% by Total Super. On March 24, 2020, Total Super transferred the remaining 10% of the equity interest in Ningjun Property to Hejing Youhuo at a consideration of RMB34.55 million, which was determined with reference to 10% of the net asset value of Ningjun Property as of March 20, 2020 and fully settled in May 2020. Upon completion of such transactions and as of the Latest Practicable Date, Ningjun Property was wholly-owned by Hejing Youhuo and was an indirect wholly-owned subsidiary of our Company.

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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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### *Liheng Commercial*

On January 7, 2020, Ningjun Property transferred its entire equity interest in Liheng Commercial to Hejing Youhuo at nil consideration as the registered capital of Liheng Commercial had yet to be paid up at the time of such transfer. Upon completion of such transfer and as of the Latest Practicable Date, Liheng Commercial was wholly-owned by Hejing Youhuo and was an indirect wholly-owned subsidiary of our Company.

### *Guanli Property*

On January 10, 2020, Ningjun Property transferred its entire equity interest in Guanli Property to Hejing Youhuo at nil consideration as the registered capital of Guanli Property had yet to be paid up at the time of such transfer. Upon completion of such transfer and as of the Latest Practicable Date, Guanli Property was wholly-owned by Hejing Youhuo and was an indirect wholly-owned subsidiary of our Company.

### *Lijun Property*

On January 7, 2020, Ningjun Property transferred its entire equity interest in Lijun Property to Hejing Youhuo at nil consideration as the registered capital of Lijun Property had yet to be paid up at the time of such transfer. Upon completion of such transfer and as of the Latest Practicable Date, Lijun Property was wholly-owned by Hejing Youhuo and was an indirect wholly-owned subsidiary of our Company.

### *Fuyu Property*

On March 6, 2020, Total Super transferred its entire equity interest in Fuyu Property to Hejing Youhuo at nil consideration as the registered capital of Fuyu Property had yet to be paid up at the time of such transfer. Upon completion of such transfer and as of the Latest Practicable Date, Fuyu Property was wholly-owned by Hejing Youhuo and was an indirect wholly-owned subsidiary of our Company.

### **Disposal and deregistration of inactive PRC companies**

To streamline our corporate structure, the following companies were disposed of or deregistered as part of the Reorganization.

### *Guanyu Property*

Guanyu Property was inactive and had not commenced any business since its establishment. On December 25, 2019, Ningjun Property disposed of its entire equity interest in Guanyu Property to Guangzhou Junzhao Property Operation Co., Ltd.\* (廣州市君兆物業經營有限公司), a wholly-owned subsidiary of KWG Group, at nil consideration as the registered capital of Guanyu Property had yet to be paid up at the time of such transfer. As confirmed by our PRC Legal Advisor, neither did Guanyu Property have any material non-compliance with any applicable PRC laws and regulations, nor was it subject to any material claims, litigations or legal proceedings that could have a material adverse impact on our Group's business operations from January 1, 2017, being the commencement date of the Track Record Period, to the completion date of such disposal.



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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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### *Kaizhi Property*

Kaizhi Property was inactive and had not commenced any business since its establishment. On May 11, 2020, it was deregistered. As confirmed by our PRC Legal Advisor, neither did Kaizhi Property have any material non-compliance with any applicable PRC laws and regulations, nor was it subject to any material claims, litigations or legal proceedings that could have a material adverse affect on our Group's business operations from January 1, 2017, being the commencement date of the Track Record Period, to the completion date of its deregistration.

### SHARE INCENTIVE TO OUR EMPLOYEE

On June 24, 2020, our Group adopted an employee share incentive scheme, details of which are set out below:

<i>Effective date:</i>	From June 24, 2020 to the fifth clear business day before the hearing of the listing application of our Company
<i>Eligible employees:</i>	Directors, directors of the subsidiaries of our Company, employees of our Group and other personnel of our Group selected by the Board, who are able to fulfil certain conditions of the employee share incentive scheme as stipulated by our Company from time to time
<i>Number and price of the Shares to be subscribed by an eligible employee:</i>	The number and price of the Shares to be subscribed by an eligible employee shall be determined by our Company and such eligible employee shall be notified by written notification of our Company
<i>Termination of employment:</i>	If the employment of an eligible employee is terminated due to his/her fault, the Shares subscribed by such eligible employee shall be transferred to a person designated by the Board
<i>Tax:</i>	The eligible employee shall be responsible for the tax (if any) on the grant of subscription right of Shares, the exercise of such subscription right and/or the dividend income from the Shares

As part of the employee share incentive scheme, on June 24, 2020, KWG Holdings subscribed 35 Shares of our Company at par. Upon completion of such subscription, our Company became owned as to approximately 97.22% by KWG Holdings and 2.78% by Happy Harmony.

Immediately after completion of the above subscription, on June 24, 2020, in order to award Mr. Tsui Kam Tim (“**Mr. Tsui**”), our general manager of the investment department and senior consultant of our Group, for his contribution to our Group and to increase his morale and his loyalty to our Group, the board of directors of KWG Holdings, the then sole shareholder of Happy Harmony, which in turn holds one Share of our Company, approved the transfer of the entire issued share capital of Happy Harmony to Mr. Tsui at a consideration of US\$6,075,000, which was determined with reference to the fair value of the Share held by Happy Harmony as of May 31, 2020 and taking into account the contribution by Mr. Tsui to our Group. The share transfer was completed and the consideration was fully settled on June 24, 2020 and has been funded by a loan from Mr. Kong Jianmin, one of our Controlling Shareholders.

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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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The salient terms of the loan are set out below:

<i>Loan principal:</i>	HK\$47,260,000
<i>Purpose of the loan:</i>	For the settlement of the consideration in the sum of US\$6,075,000 for the acquisition of the entire issued share capital of Happy Harmony by Mr. Tsui
<i>Security and interest rate:</i>	Unsecured and interest-free
<i>Repayment terms:</i>	Repayable by instalments based on the timing of disposal of the Shares beneficially held by Mr. Tsui through Happy Harmony under the employee share incentive scheme, namely, HK\$1 shall be repaid upon the sales of each Share by Mr. Tsui. If any portion of the loan is expected to remain outstanding after the disposal of all Shares beneficially held by Mr. Tsui, such outstanding portion shall be repaid in full when the final lot of Shares of Mr. Tsui is disposed

Upon completion of such share transfer, our Company became owned as to approximately 97.22% by KWG Holdings and 2.78% by Mr. Tsui through Happy Harmony. The Shares indirectly held by Mr. Tsui will represent approximately 2.25% of the issued Shares of our Company immediately upon completion of the Spin-off and the Global Offering (assuming that the Over-allotment Option is not exercised) and will not be counted toward the public float of our Company after Listing.

### **Background of Mr. Tsui**

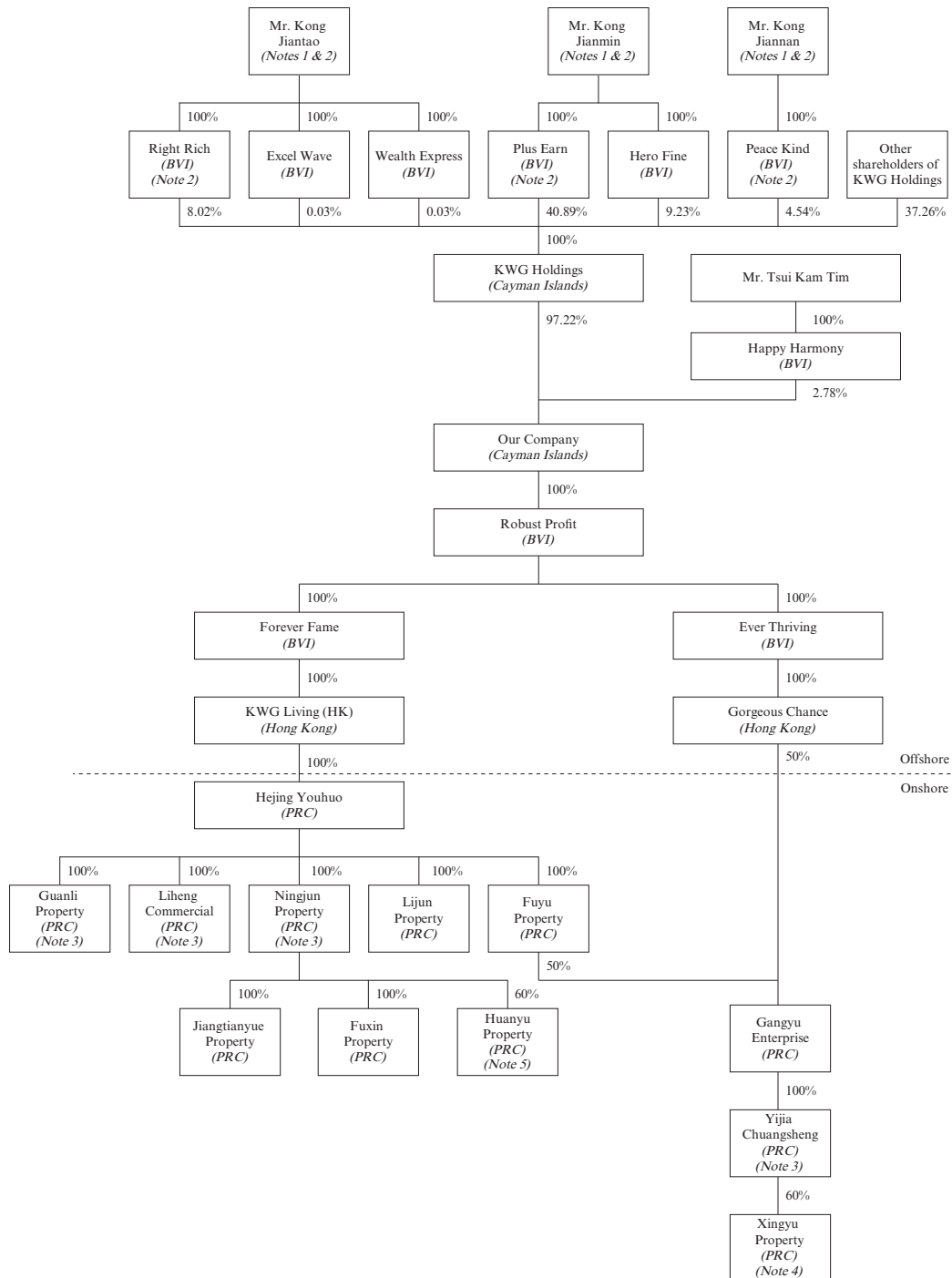
Mr. Tsui joined KWG Group in January 2007 as the chief financial officer and had been appointed as an executive director of KWG Holdings from November 2007 to August 2019. After his resignation as an executive director of KWG Group in August 2019, Mr. Tsui has become a senior consultant of KWG Group. During his employment with KWG Group, Mr. Tsui has been primarily responsible for the financial management and supervision of financial reporting, corporate finance, treasury, tax, risk management including internal control and other finance-related matters of KWG Group as well as our Group as part of KWG Group before the Spin-off. In addition, he has joined our Group as the general manager of our investment department and our senior consultant, and has been primarily responsible for (i) managing our investment department, including supervising the Acquisitions as disclosed in the section headed “Waivers from Strict Compliance with the Requirements under the Listing Rules — Post-Track Record Period Acquisitions” in this prospectus; and (ii) advising on finance-related matters of our Group.

Mr. Tsui is a professional member of the HKICPA and was a senior manager of an international firm of certified public accountants prior to joining KWG Group.

# HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

## CORPORATE STRUCTURE IMMEDIATELY AFTER THE COMPLETION OF THE REORGANIZATION

The following chart sets forth our corporate and shareholding structure immediately after the completion of the Reorganization, but before the completion of the Capitalization Issue and the Global Offering:



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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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*Notes:*

1. Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan are brothers.
2. On December 30, 2018, Plus Earn, Right Rich and Peace Kind entered into a shareholders' agreement to regulate their dealings in the KWG Shares. As such, each of Plus Earn, Right Rich and Peace Kind was deemed to have interest in the shares and/or underlying shares held by the other parties pursuant to such shareholders' agreement under Section 317(1)(a) of the SFO. Thus, immediately after the completion of the Reorganization but before the completion of the Capitalization Issue and the Global Offering, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan were deemed to be interested in approximately 62.68%, 53.51% and 53.45% of the issued share capital of KWG Holdings, respectively.
3. Each of Ningjun Property, Liheng Commercial, Guanli Property and Yijia Chuangsheng operates certain branch companies.
4. The remaining 40% of the equity interest in Xingyu Property is owned by Foshan Xingfu Investment Co., Ltd.\* (佛山市星富投資有限公司), an Independent Third Party (save for its interest in Xingyu Property).
5. Huanyu Property was established in the PRC on September 17, 2020 for the purpose of providing commercial property management services. The remaining equity interest in Huanyu Property is owned as to 26.8% by Guangzhou Wanjilong Real Estate Co., Ltd.\* (廣州市萬基隆置業有限公司), an Independent Third Party (save for its interest in Huanyu Property), and 13.2% by Guangzhou Weizhi Property Management Co., Ltd.\* (廣州市微至物業管理有限公司), an Independent Third Party (save for its interest in Huanyu Property).

### INCREASE OF AUTHORIZED SHARE CAPITAL

On October 9, 2020, our authorized share capital was increased from HK\$380,000 divided into 38,000,000 Shares of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 Shares of HK\$0.01 each by the creation of 9,962,000,000 additional Shares.

### CAPITALIZATION ISSUE

Pursuant to the written resolutions of our Shareholders passed on October 9, 2020, conditional on the share premium account of our Company being credited as a result of the Global Offering, our Directors are authorized to capitalize an amount of HK\$16,344,261.97 standing to the credit of the share premium account of our Company by applying such sum towards the paying up in full at par a total of 1,634,426,197 Shares for issue and allotment to holders of Shares whose names appear on the register of members of our Company on the date of passing such resolutions in proportion (as near as possible without involving fractions so that no fraction of a share shall be issued and allotted) to their then existing respective shareholding in our Company.

### THE SPIN-OFF AND DISTRIBUTION

Pursuant to the Listing Rules and in accordance with the corporate structure and ownership of our Company, the Listing of our Company will constitute a spin-off from KWG Holdings, which will be effected by way of the Distribution and the Global Offering. See "The Spin-off and Distribution" in this prospectus for details.

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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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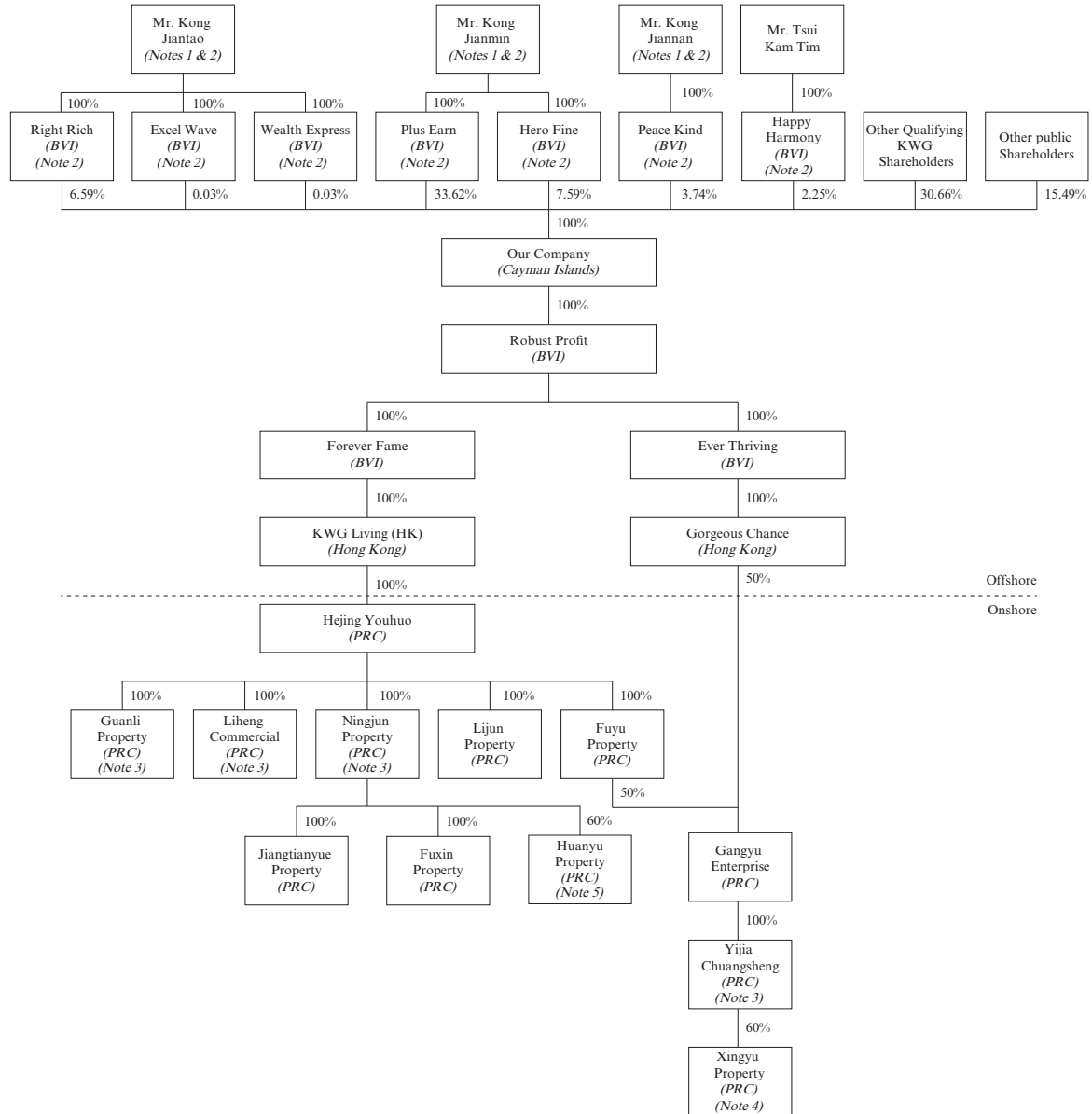
### CORPORATE STRUCTURE IMMEDIATELY AFTER THE COMPLETION OF THE CAPITALIZATION ISSUE, THE DISTRIBUTION AND THE GLOBAL OFFERING

Based on their shareholdings in KWG Holdings as of the Record Date, Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express and Peace Kind will be entitled to 649,523,250, 146,635,576, 127,357,500, 554,793, 490,050 and 72,169,250 Shares under the Distribution and will be entitled to apply for 28,867,700, 6,517,136, 5,660,333, 24,657, 21,780 and 3,207,522 Reserved Shares under the Preferential Offering, respectively, which in aggregate will represent approximately 33.62%, 7.59%, 6.59%, 0.03%, 0.03% and 3.74%, respectively of the issued share capital of our Company immediately after completion of the Capitalization Issue, the Distribution and the Global Offering (assuming that the Reserved Shares under the Preferential Offering are fully taken up by Qualifying KWG Shareholders and that the Over-allotment Option is not exercised).

As Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express, Peace Kind, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan will be our Controlling Shareholders upon Listing and thus connected persons of our Company, they are not considered as public under the Listing Rules. The Shares indirectly held by Mr. Tsui through Happy Harmony will represent approximately 2.25% of the issued Shares of our Company immediately upon completion of the Spin-off and the Global Offering, and the subscription of which was funded by a loan from Mr. Kong Jianmin, one of our Controlling Shareholders. Accordingly, such Shares will not be counted toward the public float of our Company after Listing. Excluding their shareholding interests in our Company as a result of the Distribution and any Reserved Shares which they may apply for, it is expected that our Company will have a public float of approximately 46.15% of the Shares upon Listing (assuming that the Reserved Shares under the Preferential Offering are fully taken up by Qualifying KWG Shareholders and that the Over-allotment Option is not exercised) which complies with the public float requirement under Rule 8.08 of the Listing Rules.

## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The following chart sets forth our corporate and shareholding structure immediately after completion of the Capitalization Issue, the Distribution and the Global Offering (assuming that the Reserved Shares under the Preferential Offering are fully taken up by Qualifying KWG Shareholders and that the Over-allotment Option is not exercised):



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## HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

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*Notes:*

1. Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan are brothers.
2. On October 14, 2020, Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express and Peace Kind entered into a shareholders' agreement, pursuant to which, among other things, the parties thereto shall vote at general meetings of our Company according to the instruction of whichever party thereto holds the most Shares from time to time. As such, each of Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express and Peace Kind was deemed to have interest in the shares and/or underlying shares held by the other parties pursuant to such shareholders' agreement under Section 317(1)(a) of the SFO. Thus, immediately after the completion of the Capitalization Issue, the Distribution and the Global Offering (assuming that the Reserved Shares under the Preferential Offering are fully taken up by Qualifying KWG Shareholders and that the Over-allotment Option is not exercised), each of Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan will be deemed to be interested in approximately 51.60% of the issued share capital of our Company.
3. Each of Ningjun Property, Liheng Commercial, Guanli Property and Yijia Chuangsheng operates certain branch companies.
4. The remaining 40% of the equity interest in Xingyu Property is owned by Foshan Xingfu Investment Co., Ltd.\* (佛山市星富投資有限公司), an Independent Third Party (save for its interest in Xingyu Property).
5. Huanyu Property was established in the PRC on September 17, 2020 for the purpose of providing commercial property management services. The remaining equity interest in Huanyu Property is owned as to 26.8% by Guangzhou Wanjilong Real Estate Co., Ltd.\* (廣州市萬基隆置業有限公司), an Independent Third Party (save for its interest in Huanyu Property), and 13.2% by Guangzhou Weizhi Property Management Co., Ltd.\* (廣州市微至物業管理有限公司), an Independent Third Party (save for its interest in Huanyu Property).

### PRC REGULATORY REQUIREMENTS

According to the M&A Rules, “merger and acquisition of domestic enterprises by foreign investors” referred to in the M&A Rules shall mean that a foreign investor purchases the equity interest of a shareholder in a domestic non-foreign-invested enterprise (“**domestic company**”) or subscribes for increased capital of a domestic company so as to convert such domestic company into a foreign-invested enterprise; or, a foreign investor establishes a foreign-invested enterprise, through which it purchases and operates the assets of a domestic enterprise by agreement, or, a foreign investor purchases the assets of a domestic enterprise by agreement and then invests such assets to establish a foreign invested enterprise and operates the assets. The merger and acquisition of a domestic company with a related party relationship by a domestic company, enterprise or individual in the name of an overseas company legitimately incorporated or controlled by the domestic company, enterprise or individual shall be subject to examination and approval by MOFCOM. The parties involved shall not use domestic investment by foreign invested enterprises or other methods to circumvent the aforesaid requirements.

As confirmed by our Directors, the Ultimate Controlling Shareholders are not domestic individuals in the PRC. As such, as advised by our PRC Legal Advisor, they are not subject to the approval requirements under the M&A Rules.

Our PRC Legal Advisor has confirmed that all the equity transfers and subscription of additional registered capital in respect of the PRC companies in our Group as described above have obtained all necessary government approvals and permits and the government procedures involved are in accordance with the applicable PRC laws and regulations. Our PRC Legal Advisor has also confirmed that we have obtained all necessary approvals from relevant PRC regulatory authorities required for the implementation of the Reorganization.



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## BUSINESS

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*You should read this prospectus in its entirety before you decide to invest in the Offer Shares, and not rely solely on key or summarized information. The financial information in this section has been extracted without material adjustment from “Appendix I — Accountants’ Report”. All market statistics quoted in this prospectus, unless otherwise specified, are from an industry report issued by JLL. For the qualifications of JLL as well as details of the industry report, see “Industry Overview”.*

### OVERVIEW

We are a comprehensive property management service provider in China. In 2019, among the property management companies with commercial operational services, we were ranked seventh in China and fifth in the Greater Bay Area in terms of total GFA under management, according to JLL. In addition, according to JLL, we were ranked sixth among the property management companies with commercial operational services in the PRC in terms of total revenue in 2019. In the same year, our Group accounted for approximately 0.09% of the total GFA under management in the overall PRC property management market. CIA has ranked us No. 17 among the 2020 Top 100 Property Management Companies in China (2020中國物業服務百強企業) in terms of the overall strength, based on data from the previous year on key factors such as scale of operations, financial performance, service quality, growth potential and social responsibility. In addition, our aggregate GFA under management for residential properties amounted to 18.3 million sq.m. as of December 31, 2019, representing market share of 0.12% and 0.85% in the residential property management market in China and the Greater Bay Area, respectively.

We provide comprehensive property management services for both residential properties and commercial properties. In 2019, the revenue we generated from our residential property management service segment and commercial property management and operational service segment amounted to RMB759.2 million and RMB365.6 million, respectively. We believe that our comprehensive property management services enable us to diversify our revenue sources and reduce our exposure to fluctuations in any single segment. Our residential property management service segment comprises (i) pre-sale management services; (ii) property management services; and (iii) community value-added services, including (a) property agency services to property developers and property owners; (b) home-living services to property owners and residents; and (c) common area value-added services. Our commercial property management and operational service segment comprises (i) pre-sale management services; (ii) commercial property management services; (iii) commercial operational services; and (iv) other value-added services, primarily including common area value-added services.

As of April 30, 2020, we managed 109 residential properties with an aggregate GFA under management of 18.9 million sq.m. These residential properties were located in 38 cities or autonomous county in China. As of the same date, we had been contracted to manage 161 residential properties with an aggregate contracted GFA of 29.7 million sq.m. Among these 161 residential properties, 91 were solely developed by KWG Group and 45 were jointly developed by KWG Group and other property developers while 25 were developed by third-party property developers.

As of April 30, 2020, we managed 30 commercial properties with an aggregate GFA under management of 3.3 million sq.m. These properties were located in nine cities or autonomous county in China. As of the same date, we had been contracted to manage 34 commercial properties with an aggregate contracted GFA of 4.8 million sq.m. Among these 34 commercial properties, 16 were solely developed by KWG Group and nine were jointly developed by KWG Group and other property developers while nine were developed by third-party property developers.

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## BUSINESS

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Historically, the growth of our business significantly benefited from the support of KWG Group, which is a large-scale property developer with a leading position in the Greater Bay Area. As of December 31, 2019, KWG Group had 156 projects in 39 cities across mainland China and Hong Kong with a land bank of approximately 17.0 million sq.m., which we believe will bring us significant growth opportunities. In 2019, 89.0% and 95.9% of the revenue generated from property management services was derived from the residential and commercial properties developed by KWG Group and its joint ventures, associates or other related parties, respectively. For the four months ended April 30, 2020, 87.5% and 94.4% of the revenue generated from property management services was derived from the residential and commercial properties developed by KWG Group and its joint ventures, associates or other related parties, respectively. In addition, we have expanded our property management services to cover properties developed by third parties. Revenue contribution for property management services provided to residential properties developed by third-party property developers increased from nil in 2017 to 11.0% in 2019, and revenue contribution for property management services provided to commercial properties developed by third-party property developers increased from nil in 2017 to 4.1% in 2019. Revenue contribution for property management services provided to residential properties developed by third-party property developers increased from 12.1% for the four months ended April 30, 2019 to 12.5% for the four months ended April 30, 2020, and revenue contribution for property management services provided to commercial properties developed by third-party property developers increased from 3.9% to 5.6% for the same period. We expect to further increase revenue contribution from properties developed by third-party property developers.

We achieved strong financial performance during the Track Record Period. Our revenue increased at a CAGR of 55.8% from RMB463.4 million in 2017 to RMB659.1 million in 2018, and further to RMB1,124.9 million in 2019. Our net profit increased at a CAGR of 104.8% from RMB44.1 million in 2017 to RMB79.7 million in 2018, and further to RMB185.0 million in 2019. Our revenue increased by 40.0% from RMB305.5 million for the four months ended April 30, 2019 to RMB427.6 million for the four months ended April 30, 2020. Our net profit increased by 97.4% from RMB38.8 million for the four months ended April 30, 2019 to RMB76.6 million for the four months ended April 30, 2020.

### OUR COMPETITIVE STRENGTHS

We believe that our strong market position is mainly attributable to the following competitive strengths:

#### **A comprehensive property management service provider in China with a focus on the Greater Bay Area and a rapid growth track record**

We are a comprehensive property management service provider in China. Among the property management companies with commercial operational services, we were ranked seventh in China and fifth in the Greater Bay Area in terms of total GFA under management, according to JLL. CIA has ranked us No. 17 among the 2020 Top 100 Property Management Companies in China (2020中國物業服務百強企業) in terms of the overall strength, based on data from the previous year on key factors such as scale of operations, financial performance, service quality, growth potential and social responsibility.

With our strong performance in the Greater Bay Area, we were awarded one of the 2019 leading enterprises in the property management market of the Greater Bay Area (2019粵港澳大灣區物業服務市場地位領先企業), one of the 2019 excellent property management operators in China — property management enterprises in the Greater Bay Area with outstanding development potential

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## BUSINESS

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(2019中國物業服務優秀運營企業 — 粵港澳大灣區物業服務發展潛力領先企業), one of the top 10 leading companies in terms of service quality among the 2020 Top 100 Property Management Companies in China (2020中國物業服務百強服務質量領先企業十強) and one of the 2020 leading property management companies specialized in providing diversified and comprehensive services (2020中國特色物業領先企業 — 多元業態綜合服務商) by CIA. Our strong performance has enabled us to secure engagements to serve high-end properties. For example, many of the commercial properties under our management are located in central business districts in first-tier, new first-tier and second-tier cities, including Class A office buildings, such as Guangzhou KWG International Finance Plaza (廣州合景國際金融廣場) and Shanghai Jiayu International Place (上海嘉譽國際廣場), and a number of high-end shopping malls.

We provide comprehensive property management services for both residential properties and commercial properties. As of December 31, 2019, the aggregate GFA under management of our managed residential properties and commercial properties amounted to 18.3 million sq.m. and 3.3 million sq.m., respectively. As of April 30, 2020, the aggregate GFA under management of our managed residential properties and commercial properties amounted to 18.9 million sq.m. and 3.3 million sq.m., respectively. In 2019, the revenue we generated from our residential property management service segment and commercial property management and operational service segment amounted to RMB759.2 million and RMB365.6 million, respectively. For the four months ended April 30, 2020, the revenue we generated from our residential property management service segment and commercial property management and operational service segment amounted to RMB293.1 million and RMB134.5 million, respectively. We believe that our comprehensive property management services enable us to diversify our revenue sources and reduce our exposures to fluctuations in any single segment.

During the Track Record Period, we experienced a rapid growth. Our contracted GFA (including residential and commercial properties) increased from 17.8 million sq.m. as of December 31, 2017 to 34.1 million sq.m. as of December 31, 2019, representing a CAGR of 38.5%. Our contracted GFA (including residential and commercial properties) increased by 13.8% to 34.4 million sq.m. for the four months ended April 30, 2020 from 30.3 million sq.m. for the same period in 2019. As of April 30, 2020, we had been contracted to manage 195 properties (including residential and commercial properties).

### **Well-recognized reputation and premium brought by our quality services**

The quality of our property management services has won us a well-recognized reputation in the market. We were awarded one of the top 10 leading companies in terms of service quality among the 2020 Top 100 Property Management Companies in China (2020中國物業服務百強服務質量領先企業十強) by CIA. With respect to residential property management services, our Hangzhou Tianjun (杭州•天峻) and Hainan Tinglan Hai'an (海南•汀瀾海岸) projects were recognized as one of the communities with five-star property management services in 2018 (2018中國五星級物業服務小區) by CIA, and Guangzhou Tianhufengjing (廣州•天湖峰境) project was recognized as one of the showcase bases in the property management service industry in 2018 (2018中國物業服務行業示範基地) by CIA. With respect to commercial property management and operational services, we, together with KWG Group, were awarded 2020 Top 100 Commercial Property Companies in China (2020中國商業地產百強企業) (ranked No. 8) in 2020 by CIA. In addition, we were recognized as one of the excellent commercial property operators in 2019 (2019年度商業地產優秀運營商) by winshang.com, one of the excellent shopping mall management companies in 2019 (2019年度購物中心行業優秀管理公司獎) by mallchina.org and a 2019 high growth commercial property enterprise (2019年度高成長商業地產企業) by linkshop.com (聯商網).

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## BUSINESS

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According to a survey conducted by Beijing FG Consulting Co., Ltd. (北京賽惟諮詢有限公司), an independent survey agency, among the customers of Guangzhou KWG International Finance Place (廣州合景國際金融廣場), Guangzhou Metropolitan Plaza (廣州環球都會廣場), Guangzhou International Commerce Place (North Tower) (廣州環匯商業廣場(北塔)) and Shanghai Jiayu International Place (上海嘉譽國際廣場), the satisfaction level for our commercial property management and operational services reached 100.0% in 2019.

We believe that our well-recognized market reputation will enhance our customer stickiness, help us secure high-profile property management projects and enable us to further grow our business. In addition, we believe that our customers are generally willing to pay a premium for our quality services. In 2019, we were ranked first in terms of revenue per sq.m. among the top 10 leading property management companies in the Greater Bay Area (ranked by CIA), according to JLL.

### **Diversified services catering to different demands of our customers**

We provide diversified property management services with respect to both residential and commercial properties. We also provide commercial operational services. Before a commercial property commences operation, we provide preliminary planning and consultancy services to its property developer, including market research and analysis, feasibility studies, financial projection, marketing and positioning strategy formulation and prepare the commercial property for operation. We also help property developers and property owners to identify and solicit target tenants. After a commercial property commences operation, we help manage tenants and hold marketing and promotion activities.

To meet our customers' evolving demands and further diversify our revenue sources, we offer a series of value-added services to:

- *residential properties.* For residential properties under our management, we offer second-hand property agency services. After the properties are sold or leased out, we offer decoration, turnkey and move-in furnishing services. We also offer home cleaning, improvement, renovation and remodeling services. Our vacation home property management services help property owners decorate, furnish and rent out their vacation homes, which are typically situated in locations different from their primary residence. For elderly residents, we remodel apartments to enhance safety, convenience and comfort of use. We organize weekend and holiday outings for our residents; and
- *commercial properties.* For commercial properties under our management, we assist property owners and tenants with decoration and remodeling before they move in. After they move in, we provide them with office cleaning and facility repair and maintenance services. We also help them move out. In addition, we assist in managing common spaces, such as leasing of advertising spaces in commercial properties under our management.

We believe that the portfolio of services we have been offering has provided us with diversified sources of revenue and helped us enhance our financial performance and increase the loyalty of our customers.

### **Steady expansion of commercial property management and operational service business**

We have been providing commercial property management and operational services since 2006. According to JLL, compared with the residential property management market, the commercial property management and operational market in China is still at the early development stage with few competitors, leaving ample room for market players within such market to grow. The aggregate market share of the top five companies in the commercial property management and operational market was approximately 13.9% in 2019, according to JLL. Furthermore, management and operation of commercial properties typically yield higher service fees and profit margin in general, as compared to residential properties, given the different customer base, according to JLL. Therefore, we have placed an emphasis on commercial property management and operational service business, with an expectation that it will enhance our financial performance and contribute to our profitability.

Our commercial property management and operational service business targets mid- to high-end commercial properties, including office buildings and shopping malls:

- *office buildings.* We typically manage and operate Class A office buildings, such as Guangzhou KWG International Finance Plaza (廣州合景國際金融廣場) and Shanghai Jiayu International Place (上海嘉譽國際廣場). We target high-end customers for our management and operation of office buildings. During the Track Record Period, we served a number of Fortune 500 Companies in the office buildings under our management.
- *shopping malls.* We currently manage and operate six shopping malls developed by KWG Group. Through our preliminary planning and consultancy services, we advise KWG Group on market positioning of the shopping malls based on a number of factors, including their location and consumer demographics. We also secure anchor tenants and develop a tenant mix to support the market positioning. We have helped KWG Group to develop the six shopping malls under our management into two brands: the “U-fun” (悠方) brand, which targets mid-class families for shopping and leisure, and the “M • CUBE” (摩方) brand, which provides stylish shopping experience for young generations. Our services have significantly contributed to the successful performance of these shopping malls. As of April 30, 2020, occupancy rates of Suzhou U-fun, Chengdu U-fun and Foshan Longjing U-fun were all above 80%.

### **Support from KWG Group bringing us significant growth opportunities**

KWG Group is a large-scale property developer with a leading position in the Greater Bay Area. In the past few years, it has further penetrated the Greater Bay Area and Yangtze River Delta Area, with a strong focus on first-tier, new first-tier and second-tier cities. According to the 2019 annual report of KWG Group, as of December 31, 2019, KWG Group had 156 projects in 39 cities, including Guangzhou, Beijing, Shanghai and Hong Kong, with a total GFA attributable to it of 17.0 million sq.m., including 6.7 million sq.m. in the Greater Bay Area. It has been awarded one of the 2020 China mainland Top 10 real estate companies listed in Hong Kong by comprehensive strength (2020中國大陸在港上市房地產公司綜合實力Top10) and one of the 2020 real estate companies worth focusing by capital market (2020值得資本市場關注的房地產公司) by China Real Estate Top 10 Research (中國房地產Top10研究組).



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In 2019, 91.8% of our revenue from property management services was generated from management of properties developed by KWG Group and its joint ventures, associates or other related parties. For the four months ended April 30, 2020, 90.2% of our revenue from property management services was generated from management of properties developed by KWG Group and its joint ventures, associates or other related parties. We believe that the land reserves of KWG Group and its continuous expansion will bring about steady support to our business.

KWG Group has been growing its commercial property development business in recent years. As of April 30, 2020, it had 15 solely or jointly developed shopping malls and office buildings, all of which are currently under our management. Among these 15 shopping malls and office buildings, KWG Group owned 11 of them, all of which are currently being operated by us. We believe that the continuous expansion of the commercial property portfolio of KWG Group provides us with a sound foundation to expand our commercial property management and operational service business.

### **Advanced technologies to enhance our operational efficiency and customer experience**

The property management service industry is traditionally labor-intensive. With a number of advanced technologies that we have applied to our operations, we have been able to enhance our operational efficiency and thus reduce our labor costs. The technologies we have adopted have also enhanced our customer experience. Such technologies include:

- *business management systems.* We use a leading enterprise resource planning (“ERP”) system in China which is specifically designed for property management companies. The ERP system collects the payment information of our customers in real time when they complete payment through the CoKWG app, WeChat official account or other payment channels, and automatically synchronize such information to the SAP system, with which we manage our financial bookkeeping.
- *facility management system.* To enhance our efficiency in facility inspection and maintenance, we use the facility management system to monitor the execution of maintenance plans. In some of the residential properties, we use a facility remote monitoring and operation management system to automatically inspect the operations of the facilities under our management in real time to save our labor costs for inspection.
- *CoKWG (一合) app.* To provide our residents with better customer experience and save our labor costs, we provide certain services online through CoKWG (一合) app, including entry control, repair and maintenance requests. The app also allows our customers to pay property management fees online. The online payments reduce human errors in collecting property management fees.
- *smart communities.* We have installed various facilities to develop smart communities in the residential properties under our management. For example, our residents may access the residential communities they live in with QR codes embedded in their CoKWG app. In addition, some of the residential properties under our management use a facial recognition system to grant access to their residents. These technologies have also saved our labor costs for entry control and enhanced our customer experience.

### **Experienced management team and capable workforce**

We have a stable management team. Their extensive experience and strong management capabilities are key to our success. Mr. Kong Jiannan, our executive Director and chief executive officer, has been responsible for our overall management and operation since 2004. We believe that his insight into and knowledge of our industry, business operations and history have guided and will continue to guide us toward success. Ms. Kuang Xiaoling, our senior management and the general manager of human resources and administration center, has been responsible for the management of human resources and administrative matters of our Group since 2007. In addition, we also newly hired certain professional management team members to help us compete more effectively.

Our business is also supported by a capable workforce. We provide our employees with comprehensive trainings. In 2019, we organized approximately 7,116 training sessions for more than 71,571 employees. Our employees can also access the virtual courses we offer through our internal online learning platform “KWG Business School” (合景商學院) even during the outbreak of COVID-19.

We have established a talent pool management system and execute our leadership succession planning through “Leader Program” (領袖計劃), “Pilot Program” (領航計劃), “Excellence Program” (領英計劃) and “New Force Program” (新力量計劃) to develop the skills and abilities of our employees, and prepare them for advancement into more challenging roles.

### **OUR STRATEGIES**

#### **Further penetrate and solidify our leading position in the Greater Bay Area, and continue to increase our presence and market share in the Yangtze River Delta Area, Midwest China and Hainan and Bohai Economic Rim**

We endeavor to further penetrate the Greater Bay Area and solidify our leading position in the region. In the meanwhile, we seek increasing our presence and market share in first-tier, new first-tier and second-tier cities in the Yangtze River Delta Area, Midwest China, Hainan and Bohai Economic Rim.

We will develop our business along with the expansion of KWG Group. As of April 30, 2020, KWG Group had established its business in the Greater Bay Area and expanded into East China, Southwest China, North China and Central China. We aim to leverage its wide presence to grow our business in these areas.

In particular, we will continue to expand our commercial property management and operational service business along with the effort of KWG Group to develop commercial properties. With more commercial properties delivered by KWG Group, we expect to continue to grow our commercial property management and operational service business. We strategically target middle- to high-end commercial properties, with the belief that they will generate desirable profit margin for our continuous growth.

After we have established our business in a city, we will seek opportunities to expand into its neighboring areas independently. To achieve this goal, we have established a market development department to seek engagements from third parties. We consider a series of factors in selecting our target cities for expansion, including their size, population, disposable income per capita, competitive landscape and average property management fees.



### **Continue to grow through acquisitions and strategic investments**

During the Track Record Period, we had expanded our business through a successful acquisition. We acquired Gangyu Enterprise in 2019 which in turn controlled Yijia Chuangsheng and Xingyu Property, two companies engaging in provision of residential property management services and commercial property management services. See “History, Reorganization and Corporate Structure — Acquisitions During the Track Record Period” for details. Such acquisition was successful to us, as we have integrated these companies into our operations and the projects they managed fit our strategic plan in terms of property types and scales. Through the acquisition of Gangyu Enterprise, we achieved growth with respect to GFA under management and revenue and also strengthened our ability to expand our business outward.

We intend to continue to expand our business and secure property management projects developed by third-party property developers through acquisitions of and strategic investments in third party property management companies with an aim to reducing reliance on KWG Group and its joint ventures, associates and other related parties. We intend to place our focus on the Greater Bay Area, Yangtze River Delta, Beijing-Tianjin-Hebei metropolitan clusters, major cities along the Yangtze River and cities that benefit from the Go-West Campaign (西部大開發) in China. For residential property management service providers, we would prefer those targets that meet all or part of our criteria which mainly include, among others: (i) a competent management team with extensive experience in property management business; (ii) a portfolio of managed properties primarily including residential properties and serviced apartments; (iii) a total GFA of no less than three million sq.m. under management; (iv) annual revenue of no less than RMB30.0 million; (v) an average net profit margin of above 8.0%; (vi) a sound track record for a duration of five to ten years, including profitability and legal compliance; and (vii) presence in cities with high potential and promising business lines such as those first-tier, new first-tier and second-tier cities located in the Greater Bay Area, Yangtze River Delta, Bohai Economic Rim and Midwest China. We may also seek to diversify the types of properties under our management through acquisition of other commercial or non-residential property management companies. For example, we may acquire property management companies which are experienced in managing public facilities such as schools, hospitals and government buildings. In addition, we also target third party service providers to enhance our operational efficiency. For example, we may acquire downstream service providers such as providers of security, cleaning and repair and maintenance services which we believe will create synergy effect and enable us to improve the efficiency in our supplier selection process as well as control our costs more effectively. See “Future Plans and Use of Proceeds” in this prospectus for details.

We plan to use 60% of the net proceeds from the Global Offering in acquisitions and strategic investments.

### **Further diversify our value-added services**

We are dedicated to providing further diversified value-added services to our customers, including:

- *residential properties.* To better serve our residents, we intend to organize study trips for young students and their families during school holidays, after-school playgroups, overseas group tours, car group buying and car maintenance. We will also cooperate with companies that provide complementary community products and services. In addition, we intend to further develop our first-hand residential property agency services, which we started to provide in 2019.

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- *commercial properties.* We intend to provide tenants of the office buildings we manage with conference catering services, business event planning services and business reception services, based on their individual needs.

We have a designated team to develop new services to enrich our service offering. For residential properties, we analyze the demographics of our residents, and intend to recommend different value-added services to the residents according to the demographics in a residential community. For example, in a community with a significant number of families with children or teenagers, we will recommend family trip packages or study trip packages to the residents in the community.

We plan to use 10% of the net proceeds from the Global Offering in further diversifying our value-added services.

### **Upgrade our intelligent systems to further enhance our operational efficiency and customer experience**

We intend to upgrade our intelligent systems to further enhance our operational efficiency and enhance customer experience. We plan to complete the following upgrades in the near future:

- *“Traffic Management Cloud” (車管雲).* We plan to apply “Traffic Management Cloud” (車管雲), a cloud-technology based smart traffic management system, to all of the residential communities under our management in the near future. It will automatically allow our residents to drive into the communities where they live without having to go through manual entry control, which saves our labor costs for traffic management and enhances our residents’ experience. It also monitors parking fee collections to ensure our collection rate.
- *“Jun” surveillance (駿天眼) system.* The cloud-technology based “Jun” surveillance (駿天眼) system monitors key locations in the residential communities remotely and sends alerts to our ERP system automatically when they detect irregularities. Thus, it helps improve our management efficiency and service quality.
- *facility remote monitoring and operation management system.* We intend to apply the facility remote monitoring and operation management system in more residential properties to further save our labor costs for facility inspection and maintenance.

We plan to use 25% of the net proceeds from the Global Offering to develop our intelligent systems.

### **Continue to attract, train and retain talent to propel our growth**

We will continue to attract talent through competitive remuneration packages and promotion opportunities. We intend to motivate our employees and increase their loyalty and level of satisfaction through a set of evaluation and incentive measures.

We plan to further enhance our training system to help our employees with their career development. We will continue to improve the courses we offer through our internal online learning platform “KWG Business School” (合景商學院).

We intend to recruit additional innovative and competitive personnel to join our management team. We also aim to recruit personnel with advanced levels of education to grow our workforce.

### OUR BUSINESS MODEL

During the Track Record Period, we generated revenue primarily from two business segments.

#### Residential Property Management Services

We provide residential property management services, including:

- pre-sale management services such as cleaning, security and maintenance services for pre-sale display units and sales offices to property developers during their pre-sale activities. We charge a fixed service fee for such services;
- property management services such as cleaning, security, gardening and repair and maintenance services to (i) property developers for undelivered portion of the properties; and (ii) property owners, property owners' associations or residents for properties sold and delivered. We collect property management fees for such services. During the Track Record Period, substantially all of our property management fees were charged on a lump sum basis, with only a small portion charged on a commission basis; and
- community value-added services such as (i) property agency services to property developers and property owners; (ii) home-living services to property owners and residents; and (iii) common area value-added services. We typically charge a commission-based fee or a fixed fee depending on the nature of services rendered.

#### Commercial Property Management and Operational Services

We manage and operate a diversified portfolio of commercial properties including office buildings and shopping malls, and to a lesser extent, industrial parks. We provide:

- pre-sale management services such as cleaning, security and maintenance services for pre-sale display units and sales offices to property developers during their pre-sale activities. We charge a fixed service fee for such services;
- commercial property management services such as file management, cleaning, security, gardening and repair and maintenance services to property owners or tenants. We collect property management fees for such services. During the Track Record Period, substantially all of our property management fees were charged on a lump sum basis, with only a small portion charged on a commission basis;
- commercial operational services such as preliminary planning and consultancy services, tenant sourcing services, tenant management services and marketing and promotion services to property owners and property developers. We typically charge (i) a commission-based fee with respect to operation of shopping malls; (ii) a profit mark-up on top of our costs with respect to operation of office buildings; and (iii) a fixed service fee on a per sq.m. basis for our preliminary planning and consultancy services and tenant sourcing services; and
- other value-added services primarily including common area value-added services. We typically charge a commission-based fee or a fixed fee depending on the nature of services rendered.

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The table below sets forth the breakdown of our total revenue by business segment and type of ultimate paying customer for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
<i>(in thousands, except for percentages)</i>										
<b>Residential property</b>										
<b>management services</b>	<b>345,169</b>	<b>74.5</b>	<b>428,107</b>	<b>64.9</b>	<b>759,234</b>	<b>67.5</b>	<b>193,830</b>	<b>63.4</b>	<b>293,110</b>	<b>68.5</b>
KWG Group and its joint ventures, associates or other related parties	98,748	21.3	157,435	23.9	341,424	30.4	72,180	23.6	144,643	33.8
Independent Third Parties										
— Independent Third Parties for whom KWG Group has no discretion to choose property management service provider	246,421	53.2	270,672	41.0	417,810	37.1	121,650	39.8	148,467	34.7
<b>Commercial property management and operational services</b>	<b>118,212</b>	<b>25.5</b>	<b>231,029</b>	<b>35.1</b>	<b>365,644</b>	<b>32.5</b>	<b>111,687</b>	<b>36.6</b>	<b>134,524</b>	<b>31.5</b>
KWG Group and its joint ventures, associates or other related parties	47,697	10.3	116,510	17.7	186,735	16.6	57,327	18.8	69,569	16.3
Independent Third Parties										
— Independent Third Parties for whom KWG Group has no discretion to choose property management service provider	40,183	8.7	61,670	9.4	102,131	9.1	29,421	9.6	36,871	8.6
— Independent Third Parties for whom KWG Group has discretion to choose property management service provider	30,332	6.5	52,849	8.0	76,778	6.8	24,939	8.2	28,084	6.6
<b>Total</b>	<b>463,381</b>	<b>100.0</b>	<b>659,136</b>	<b>100.0</b>	<b>1,124,878</b>	<b>100.0</b>	<b>305,517</b>	<b>100.0</b>	<b>427,634</b>	<b>100.0</b>

During the Track Record Period, we provided services to and generated revenue from (i) KWG Group and its joint ventures, associates or other related parties, and (ii) Independent Third Parties. Our Independent Third Party customers include mainly property owners, property owners' associations and property developers.

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In respect of our residential property management projects, we provide property management services and value-added services to Independent Third Parties after the delivery of the residential properties by KWG Group and its joint ventures, associates or other related parties to the property owners. The property owners may establish a property owners' association to manage the properties. The property owners' association, if formed, will be operated by the property owners and will be independent of KWG Group and may select and engage property management service providers at its own discretion. The owners of the relevant properties have the discretion to engage or dismiss the service provider through the property owners' general meeting by the majority of consent calculated in terms of the number of persons as well as the GFA owned, regardless of whether or not a property owners' association has been formed. Accordingly, KWG Group would have no discretion to choose property management service provider. In respect of our commercial property management projects, KWG Group would have no discretion to choose property management service provider for our Independent Third Party customers who are the owners of the commercial properties or the tenants of the commercial properties not wholly-owned by KWG Group as the owners of the relevant properties have the discretion to engage or dismiss the service provider through the property owners' general meeting by the majority of consent calculated in terms of the number of persons as well as the GFA owned. On the other hand, KWG Group would have the discretion to choose property management service provider for our Independent Third Party customers who are the tenants of the commercial properties wholly-owned by KWG Group.

### RESIDENTIAL PROPERTY MANAGEMENT SERVICES

#### Overview

During the Track Record Period, we managed all of the residential properties solely developed by KWG Group. We also managed residential properties developed by KWG Group's joint ventures, associates or other related parties. In addition, we started to manage residential properties developed by third-party property developers in 2019. We achieved a steady growth in our revenue from the residential property management service segment during the Track Record Period. In 2017, 2018, 2019 and the four months ended April 30, 2020, revenue generated from the residential property management service segment amounted to RMB345.2 million, RMB428.1 million, RMB759.2 million and RMB293.1 million, representing 74.5%, 64.9%, 67.5% and 68.5% of our total revenue, respectively.

The table below sets forth a breakdown of our revenue from residential property management service segment by service line for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	<i>(in thousands, except for percentages)</i>									
Pre-sale management services	75,944	22.0	123,588	28.9	221,810	29.2	64,863	33.5	79,903	27.3
Property management services	253,709	73.5	287,034	67.0	382,047	50.3	115,212	59.4	140,908	48.0
Community value-added services	15,516	4.5	17,485	4.1	155,377	20.5	13,755	7.1	72,299	24.7
<b>Total</b>	<b>345,169</b>	<b>100.0</b>	<b>428,107</b>	<b>100.0</b>	<b>759,234</b>	<b>100.0</b>	<b>193,830</b>	<b>100.0</b>	<b>293,110</b>	<b>100.0</b>

The table below sets forth a breakdown of the number of residential properties under our management and aggregate GFA under management with respect to residential properties as of the dates indicated, and revenue generated from property management services under residential property management service segment and the average property management fee per sq.m. per month for the periods indicated, by type of property developer:

	2017				2018				2019				2020												
	Number	GFA sq.m.	Revenue RMB	Average property management fee RMB	Number	GFA sq.m.	Revenue RMB	Average property management fee RMB	Number	GFA sq.m.	Revenue RMB	Average property management fee RMB	Number	GFA sq.m.	Revenue RMB	Average property management fee RMB									
KWG Group and its joint ventures, associates or other related parties	63	10,871	253,709	100.0	2.6	66	11,773	287,034	100.0	2.8	84	14,471	340,049	89.0	3.1	68	12,077	101,293	87.9	3.1	86	14,979	123,243	87.5	3.1
Third-party property developers	—	—	—	—	—	—	—	—	—	—	22	3,875	41,998	11.0	1.9	22	3,876	13,919	12.1	1.9	23	3,901	17,665	12.5	1.9
<b>Total/Overall</b>	<b>63</b>	<b>10,871</b>	<b>253,709</b>	<b>100.0</b>	<b>2.6</b>	<b>66</b>	<b>11,773</b>	<b>287,034</b>	<b>100.0</b>	<b>2.8</b>	<b>106</b>	<b>18,346</b>	<b>382,047</b>	<b>100.0</b>	<b>2.9</b>	<b>90</b>	<b>15,953</b>	<b>115,212</b>	<b>100.0</b>	<b>2.9</b>	<b>109</b>	<b>18,880</b>	<b>140,908</b>	<b>100.0</b>	<b>2.9</b>

(in thousands, except for numbers, average property management fee and percentages)

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In 2019 and the four months ended April 30, 2020, the average property management fees per sq.m. per month for residential properties developed by KWG Group and its joint ventures, associates or other related parties were higher than that of residential properties developed by third-party property developers, primarily because a portion of residential properties developed by third-party property developers were relatively old communities, the average property management fees of which were relatively lower than that of residential properties newly developed by KWG Group and its joint ventures, associates or other related parties. During the Track Record Period, the average residential property management fees of these old communities primarily ranged between RMB1 to RMB2 per sq.m. per month. As advised by JLL, the typical industry price range of the property management fee of the old communities located in the same cities which are comparable to those managed by us is approximately RMB0.5 to RMB2. Therefore, our average property management fees charged for these old communities are generally in line with the industry level. As advised by JLL, due to the lower building standards, limited auxiliary facilities and service scope, and lower market-wide property management fee level back in the day, it is common in the industry that the average property management fee level for old communities tends to be lower than that of the properties which were built more recently with higher building standards and more comprehensive service scope.

As of December 31, 2017, 2018, 2019 and April 30, 2020, our aggregate GFA under management with respect to residential properties was approximately 10.9 million sq.m., 11.8 million sq.m., 18.3 million sq.m. and 18.9 million sq.m., respectively. As of the same dates, our aggregate contracted GFA of residential properties was approximately 15.3 million sq.m., 21.2 million sq.m., 29.6 million sq.m. and 29.7 million sq.m., respectively. In 2017, 2018, 2019 and the four months ended April 30, 2020, revenue generated from property management services provided to residential properties developed by KWG Group and its joint ventures, associates or other related parties amounted to RMB253.7 million, RMB287.0 million, RMB340.0 million and RMB123.2 million, respectively, accounting for 100.0%, 100.0%, 89.0% and 87.5%, respectively, of our revenue generated from property management services under residential property management service segment for those same periods.

We managed to grow the percentage of GFA under management with respect to residential properties developed by third-party property developers from nil as of December 31, 2017 to approximately 20.7% as of April 30, 2020. The number of residential properties under our management which were developed by third-party property developers increased from nil as of December 31, 2017 and 2018 to 22 as of December 31, 2019 and 23 as of April 30, 2020. All 22 residential properties as of December 31, 2019 with aggregated GFA under management of approximately 3.9 million sq.m. were obtained through acquisition. As of April 30, 2020, we obtained one additional residential property developed by third-party property developers with GFA under management of approximately 24,965 sq.m. through bidding. The property management service revenue we generated from managing residential properties developed by third-party property developers increased from nil in 2017 to RMB42.0 million in 2019. The property management service revenue we generated from managing residential properties developed by third-party property developers increased from RMB13.9 million for the four months ended April 30, 2019 to RMB17.7 million for the four months ended April 30, 2020. We attribute this growth to (i) our ability to search for and capture market opportunities independent from our affiliation with KWG Group; and (ii) the acquisition of Gangyu Enterprise where its subsidiaries managed properties developed by third-party property developers. See “History, Reorganization and Corporate Structure — Acquisition During the Track Record Period” for details of the acquisition. In 2018, we set up a market development department which is responsible for exploring potential business opportunities for properties developed by third-party property developers via participating in marketing events with industry associations and market participants in the real estate and property management industry and identifying new projects open for public tender. We will continue our efforts in exploring opportunities to cooperate with third-party property developers and property owners to spur our market expansion.



### Scope of Services

Our residential property management services comprise:

- Pre-sale management services      We provide property management services to property developers for their pre-sale activities, such as cleaning, security and maintenance of pre-sale display units and sales offices.
  
- Property management services      We provide property management services to (i) property developers for undelivered portion of the properties; and (ii) property owners, property owners' associations or residents for properties sold and delivered, including:

*Cleaning* — We provide general cleaning and hygiene maintenance services to the communal areas of residential properties primarily through subcontractors. Such communal areas include, among others, staircases, lobbies, rooftops, railings, hallways and basements.

*Security* — We seek to ensure that the residential properties we manage are safe and in good order. The security services we provide include, among others, traffic management, parking management, patrolling, video surveillance, car park security, emergency response, entry control and fire safety. We provide our security services primarily through our own staff or subcontractors and technological solutions such as surveillance cameras.

*Gardening* — Our gardening services include pruning, fertilizing and pest control and are provided primarily through subcontractors. We seek to maintain the growth and beauty of greenery throughout our managed properties.

*Repair and maintenance* — We are generally responsible for ensuring that elevator systems, power supply and distribution systems, water supply and drainage systems, fire extinguishing systems and other facilities and equipment located in communal areas are in good working order. We generally provide repair and maintenance services through our own employees. For elevator and fire extinguishing systems, we provide repair and maintenance services through subcontractors.

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## BUSINESS

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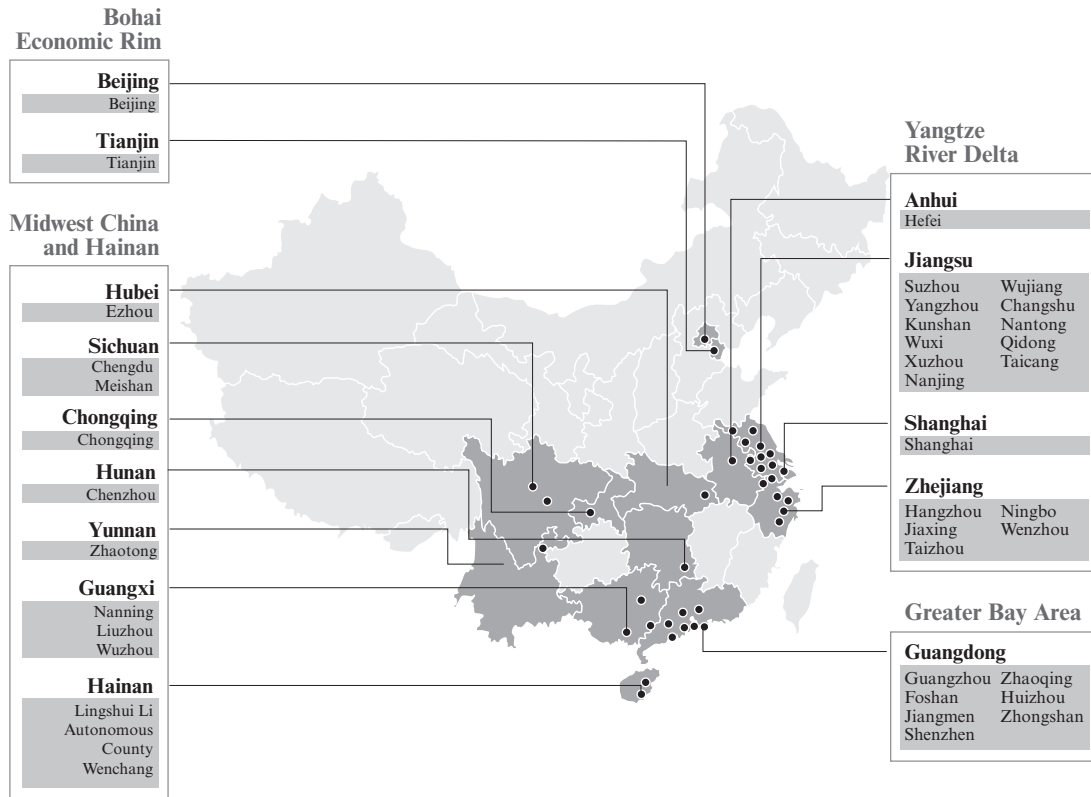
- **Community value-added services** We provide value-added services which primarily comprise (i) property agency services to property developers and property owners; (ii) home-living services to property owners and residents; and (iii) common area value-added services.

### **Our Geographic Presence**

Since the inception of our residential property management services in 2004, we had established strong footprint in the Greater Bay Area and expanded our geographic presence to 38 cities or autonomous county in China as of April 30, 2020. As of April 30, 2020, we managed a total of 109 residential properties and had been contracted to manage 161 residential properties.

## BUSINESS

The map below illustrates the cities in which the residential properties we managed or contracted to manage were located as of April 30, 2020:



Below sets forth the location of the residential properties we managed or contracted to manage during the Track Record Period by city tier:

<u>First-tier cities</u>	<u>New first-tier cities</u>	<u>Second-tier cities</u>	<u>Others</u>
Beijing	Tianjin	Ningbo	Ezhou
Shanghai	Chengdu	Wuxi	Meishan
Guangzhou	Chongqing	Wenzhou	Chenzhou
Shenzhen	Suzhou	Nanning	Zhaotong
	Foshan	Huizhou	Liuzhou
	Nanjing	Jiaxing	Wuzhou
	Hangzhou	Nantong	Lingshui Li Autonomous County
	Hefei	Xuzhou	Wenchang
		Zhongshan	Yangzhou
		Taizhou	Kunshan
			Changshu
			Wujiang
			Qidong
			Taicang
			Jiangmen
			Zhaoqing

The table below sets forth a breakdown of our total GFA under management with respect to residential properties as of the dates indicated, and total revenue generated from residential property management services for the periods indicated by geographic region:

	As of or for the year ended December 31,				As of or for the four months ended April 30,										
	2017		2018		2019		2020								
	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB							
Greater Bay Area	4,235	126,728	36.7	4,826	155,609	36.3	9,741	324,726	42.8	8,968	84,361	43.5	9,903	121,000	41.3
Yangtze River Delta <sup>(1)</sup>	3,222	99,448	28.8	3,366	130,418	30.5	4,583	201,782	26.6	3,412	51,772	26.7	4,911	78,269	26.7
Midwest China and Hainan <sup>(2)</sup>	2,442	82,358	23.9	2,609	97,353	22.7	2,995	158,020	20.8	2,609	36,564	18.9	3,035	65,293	22.3
Bohai Economic Rim <sup>(3)</sup>	972	36,635	10.6	972	44,727	10.5	1,027	74,706	9.8	964	21,133	10.9	1,031	28,548	9.7
<b>Total</b>	<b>10,871</b>	<b>345,169</b>	<b>100.0</b>	<b>11,773</b>	<b>428,107</b>	<b>100.0</b>	<b>18,346</b>	<b>759,234</b>	<b>100.0</b>	<b>15,953</b>	<b>193,830</b>	<b>100.0</b>	<b>18,880</b>	<b>293,110</b>	<b>100.0</b>

(in thousands, except for percentages)

Notes:

- (1) Include Shanghai Municipality, Zhejiang Province, Anhui Province and Jiangsu Province.
- (2) Include Sichuan Province, Yunnan Province, Hubei Province, Hunan Province, Guangxi Zhuang Autonomous Region, Hainan Province and Chongqing Municipality.
- (3) Include Beijing Municipality and Tianjin Municipality.

The following table sets forth a breakdown of our GFA under management with respect to residential properties as of the dates and revenue from property management services under our residential property management service segment and the average property management fee per sq.m. per month by city tiers:

	As of or for the year ended December 31,				As of or for the four months ended April 30,														
	2017		2018		2019		2020												
	GFA sq.m.	Revenue RMB	Average property management fee RMB	GFA sq.m.	Revenue RMB	Average property management fee RMB	GFA sq.m.	Revenue RMB	Average property management fee RMB										
First-tier cities	5,763	127,493	50.3	6,226	149,953	52.2	2.9	9,454	202,258	52.9	2.9	8,909	62,274	54.1	2.9	9,554	68,101	48.3	2.9
New first-tier and second-tier cities	4,608	109,966	43.3	5,047	119,457	41.6	2.7	8,018	159,131	41.7	2.9	6,367	47,279	41.0	3.0	8,413	65,265	46.3	2.8
Others	500	16,250	6.4	500	17,624	6.2	3.2	874	20,658	5.4	3.0	677	5,659	4.9	2.9	913	7,542	5.4	2.9
<b>Total/Overall</b>	<b>10,871</b>	<b>253,709</b>	<b>100.0</b>	<b>11,773</b>	<b>287,034</b>	<b>100.0</b>	<b>2.8</b>	<b>18,346</b>	<b>382,047</b>	<b>100.0</b>	<b>2.9</b>	<b>15,953</b>	<b>115,212</b>	<b>100.0</b>	<b>2.9</b>	<b>18,880</b>	<b>140,908</b>	<b>100.0</b>	<b>2.9</b>

(in thousands, except for average property management fee and percentages)

During the Track Record Period, the average property management fee per sq.m. per month for residential properties located in the first-tier, new first-tier and second-tier cities were similar and generally remained stable as they comprised primarily apartment buildings. The average property management fee per sq.m. per month for residential properties located in other cities were slightly higher than those located in first-tier, new first-tier and second-tier cities during the Track Record Period, primarily because we managed more villas in Hainan Province which commanded higher property management fees which typically range from RMB3.8 to RMB6.5 per sq.m. per month.

**Growth of Our Residential Property Management Services Portfolio**

We had been expanding our residential property management service business during the Track Record Period primarily through obtaining new service engagements from property developers or property owners' associations and acquiring Gangyu Enterprise. In future, we also plan to expand our coverage by acquiring local property management companies with complementary business profile and industry experience. The table below indicates the movement of our (i) contracted GFA and (ii) GFA under management during the Track Record Period:

	Year ended December 31,						Four months ended April 30,					
	2017		2018		2019		2019		2020		2020	
	Contracted GFA	GFA under management	Contracted GFA	GFA under management	Contracted GFA	GFA under management	Contracted GFA	GFA under management	Contracted GFA	GFA under management	Contracted GFA	GFA under management
As of the beginning of the period	13,020	9,726	15,320	10,871	21,205	11,773	21,205	11,773	29,623	29,623	18,347	18,347
New engagements <sup>(1)</sup>	2,300	1,145	5,885	902	4,343	2,498	752	115	57	57	533	533
Acquisitions <sup>(2)</sup>	—	—	—	—	4,075	4,075	4,075	4,075	—	—	—	—
Terminations	—	—	—	—	—	—	—	—	—	—	—	—
<b>As of the end of the period</b>	<b>15,320</b>	<b>10,871</b>	<b>21,205</b>	<b>11,773</b>	<b>29,623</b>	<b>18,346</b>	<b>26,032</b>	<b>15,953</b>	<b>29,680<sup>(3)</sup></b>	<b>29,680<sup>(3)</sup></b>	<b>18,880<sup>(3)</sup></b>	<b>18,880<sup>(3)</sup></b>

(sq.m. in thousands)

*Notes:*

- (1) In relation to residential communities we manage, new engagements primarily include preliminary property management service contracts for new properties developed by property developers and property management service contracts for residential communities replacing contracts with their previous property management service providers.
- (2) These refer to new engagements obtained through acquisition of Gangyu Enterprise in 2019.
- (3) For the recent development of our residential property management service business, see "Summary — Recent Developments and No Material Adverse Change" for details.

**Residential Property Management Service Fees**

*Service Fees Charged for Property Management Services Provided to Residential Properties*

During the Track Record Period, substantially all of our property management fees were charged on a lump sum basis, with the remainder charged on a commission basis. In 2017, 2018, 2019 and the four months ended April 30, 2020, 98.2%, 97.8%, 97.4% and 97.7% of our revenue generated from property management services provided to residential properties was charged on a lump sum basis, respectively, while 1.8%, 2.2%, 2.6% and 2.3% of our revenue generated from property management services provided to residential properties was charged on a commission basis for those same periods, respectively. In 2017, 2018, 2019 and the four months ended April 30, 2020, 86.0%, 83.0%, 82.1% and 82.6% of our total GFA under management with respect to residential properties was managed on a lump sum basis, respectively, while 14.0%, 17.0%, 17.9% and 17.4% of our total GFA under management with respect to residential properties was managed on a commission basis, respectively.



The following table sets forth a breakdown of our total GFA under management with respect to residential properties as of the dates and revenue generated from property management services under residential property management service segment for the periods indicated by revenue model:

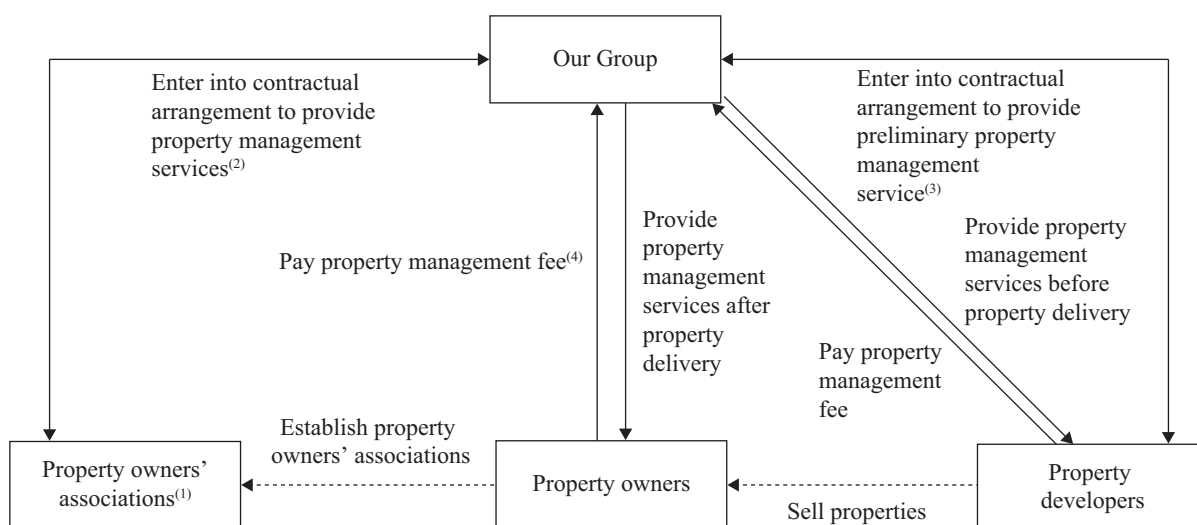
	As of or for the year ended December 31,				As of or for the four months ended April 30,										
	2017		2018		2019		2020								
	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB							
Lump sum basis	9,346	249,100	98.2	9,771	280,856	97.8	15,068	372,092	97.4	12,897	111,870	97.1	15,602	137,609	97.7
Commission basis	1,525	4,609	1.8	2,002	6,178	2.2	3,278	9,955	2.6	3,056	3,342	2.9	3,278	3,299	2.3
<b>Total</b>	<b>10,871</b>	<b>253,709</b>	<b>100.0</b>	<b>11,773</b>	<b>287,034</b>	<b>100.0</b>	<b>18,346</b>	<b>382,047</b>	<b>100.0</b>	<b>15,953</b>	<b>115,212</b>	<b>100.0</b>	<b>18,880</b>	<b>140,908</b>	<b>100.0</b>

(in thousands, except for percentages)

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We take into account a number of factors in determining whether to charge fees on a lump sum or commission basis, including local regulations, personalized requirements specified by property developers or property owners' associations, local market conditions and the nature and characteristics of individual properties, among others. We assess prospective customers by evaluating key factors such as estimated costs involved with property management, historical fee collection rates, projected profitability as well as whether the property was previously managed on a lump sum or commission basis. Such assessment helps us determine whether to manage a property under a lump sum basis or a commission basis.

The diagram below illustrates our relationships with various parties under our property management service contracts.



*Notes:*

- (1) A property owners' association is authorized under PRC law to act on behalf of the property owners.
- (2) A property management service contract entered into between a property owners' association and us is legally binding on all property owners in accordance with PRC laws.
- (3) A preliminary property management service contract entered into between a property developer and us before the properties are delivered to property owners is legally binding on the future property owners in accordance with PRC laws.
- (4) Under the lump sum basis, all fees collected are recognized as revenue and expenses are borne by our Group. Under the commission basis, we recognize as revenue a pre-determined percentage or amount of property management service fees, and the rest are used to pay for the expenses stipulated in the property management service contract. The property owners bear the balances or shortfalls.

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### *Property Management Fees Charged on a Lump Sum Basis*

Under the lump sum basis revenue model, we charge a fixed and all-inclusive fee for our property management services monthly or quarterly, which we provide through our own employees and subcontractors. We are entitled to recognize the full amount of property management fees collected from property developers, property owners and residents as revenue and bear the costs incurred in providing our property management services. According to JLL, the lump sum basis revenue model is the dominant method of collecting property management fees in China, especially in relation to residential properties. For more information, see “Industry Overview — The Residential Property Management Market — Business and Revenue Model.”

Prior to negotiating and entering into our property management service contracts, we seek to form, as accurately as possible, an estimate as to our cost of sales. Our cost of sales include expenses associated with, among others, labor and subcontracting costs, purchasing supplies and equipment, repair and maintenance of communal areas, management and operation of our office facilities, cleaning and garbage disposal and security. As we bear such expenses ourselves, our profit margins are affected by our ability to reduce our cost of sales. In the event that our cost of sales are higher than anticipated, we would not be able to collect additional amounts from our customers to sustain our profit margins. During the Track Record Period, we incurred loss with respect to certain residential properties managed under lump sum basis. We incurred loss in an aggregate amount of RMB7.5 million, RMB7.1 million, RMB6.4 million and RMB0.7 million, respectively, with respect to 16, 11, 11 and 5 residential property management projects, respectively, which were managed under lump sum basis for 2017, 2018, 2019 and the four months ended April 30, 2020. The losses were primarily due to (i) increase in our cost of sales as a result of increase in price level; (ii) price controls imposed by local government over residential property management service fees with respect to projects managed under preliminary property management agreements; and (iii) costs incurred at the early stages of our residential property management projects. Our total revenue generated from such loss-making residential properties amounted to RMB66.7 million, RMB50.6 million, RMB34.5 million and RMB3.4 million in 2017, 2018, 2019 and the four months ended April 30, 2020, respectively, accounting for 19.3%, 11.8%, 4.5% and 1.1%, respectively, of our total revenue generated from residential property management service segment for the same periods. For more information, see “Risk Factors — Risks Relating to our Business and Industry — We generated revenue from property management services primarily on a lump sum basis. We may be subject to losses if we fail to estimate or control our costs in performing our property management services.”

Among the 16 residential property management projects which incurred losses in 2017:

- All 16 projects were developed by KWG Group and its joint ventures, associates or other related parties.
- Six were located in the Greater Bay Area, seven were located in the Yangtze River Delta, one was located in Midwest China and Hainan, and two were located in the Bohai Economic Rim area.

Among the 11 residential property management projects which incurred losses in 2018:

- All 11 projects were developed by KWG Group and its joint ventures, associates or other related parties.

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- Five were located in the Greater Bay Area, five were located in the Yangtze River Delta area, one was located in Midwest China and Hainan.

Among the 11 residential property management projects which incurred losses in 2019:

- Ten projects were developed by KWG Group and its joint ventures, associates or other related parties and one project was developed by a third-party property developer.
- Four were located in the Greater Bay Area, six were located in the Yangtze River Delta area, one was located in Bohai Economic Rim area.

Among the five residential property management projects which incurred losses in the four months ended April 30, 2020:

- Four projects were developed by KWG Group and its joint ventures, associates or other related parties and one project was developed by a third-party property developer.
- Two were located in the Greater Bay Area and three were located in the Yangtze River Delta area.

During the Track Record Period, our certain residential property management projects located in the same area as the loss-making projects did not incur loss primarily because the provision of community value-added services at some of these loss-making projects, as compared with those non-loss-making projects, was still limited as they were still at their respective early stage of management.

We have implemented various measures including (i) diversifying our revenue source by expanding the type of community value-added services we offered. For instance, one of our residential property management projects in Hangzhou which we started to manage in 2019 recorded losses primarily because we did not provide community value-added services to such project at the early stage of management. After we expanded the provision of community value-added services for this project in the four months ended April 30, 2020, it started to generate profits; and (ii) implementing various technological initiatives, and standardized procedures to reduce costs and prevent or reduce such shortfall. For instance, by increasing the use of “Traffic Management Cloud” system at our managed properties, we could essentially reduce the reliance on manual labor and in turn save our labor costs for traffic management. For more information, see “— Our Technology Initiatives.” As a result of our measures to improve profitability, we successfully reduced the number of loss-making projects for the four months ended April 30, 2020. In addition to the above, in the event that we experience unexpected increases in our cost of sales we would also consider increase the level of our property management service fee while negotiating to renew our residential property management service contracts. As advised by our PRC Legal Advisor, to increase the fees charged for preliminary property management services, it typically requires the approval from the majority of property owners, provided that these property owners also own more than 50% of the aggregate GFA of the relevant community at issue. In addition, depending on the location of the residential properties, the extent to which we may increase the preliminary property management service fees typically needs to be within the range of the government guidance price announced by the local governments. After taking into account the local price control policies and relevant government regulations, as of April 30, 2020, 34 residential properties under our management which we have started to collect property management fees were located in cities which, as advised by our PRC Legal Advisor, are still subject to local government guidance price. These projects were affected by the price control policy but still had room for increasing the property management fees. Among

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which, 16 residential properties may increase the fees by over 30%; nine residential properties may increase the fees by 20% to 29%; three residential properties may increase the fees by 10% to 19%; six residential properties may increase the fees by below 10%.

For instance, nine of the loss-making residential property management projects in 2019 are located in Kunshan, Hangzhou and Guangzhou, which, as advised by our PRC Legal Advisor, are still subject to local government guidance price. For the one project that located in Kunshan, it may increase the preliminary property management service fees by 61.9% before reaching the upper limit of the local government guidance price. The four projects located in Hangzhou cannot increase their preliminary property management fees, as their current fees already reached the upper limit of the local government guidance price. For the four projects located in Guangzhou, it may increase their respective preliminary property management service fees by 87.9% on average before reaching the upper limit of the local government guidance price. On the other hand, for the residential properties where property owners' associations have been formed and formal property management service contracts have been entered into between the relevant property owners' associations and us, the price control on the property management fee is generally relaxed and we will be able to negotiate the increase in property management fee with the relevant property owners' associations.

### *Property Management Fees Charged on a Commission Basis*

During the Track Record Period, we derived revenue from a small number of property management service contracts on a commission basis. Our revenue generated from residential property management service contracts on a commission basis represented 1.8%, 2.2%, 2.6% and 2.3%, respectively, of the total revenue from property management services under residential property management service segment in 2017, 2018, 2019 and the four months ended April 30, 2020. On a commission basis, we recognize revenue based on a predetermined property management commission fee generally representing 4% to 10% of the property management fees payable by property owners, residents and property developers, while the remainder of such management fees are used as working capital to cover the property management expenses the community incurred.

When we charge property management fees on a commission basis, we essentially act as an agent to the property owners and residents. For residential communities, they have no separate bank accounts, and all transactions related to these communities are settled through our treasury function. As of the end of a reporting period, if the working capital of a community accumulated in our treasury function is insufficient to cover the expenses that the community has incurred and paid through our treasury function to arrange for property management services at the relevant community, the shortfall is recognized as prepayments, other receivables and other assets subject to impairment. See “Risk Factors — Risks Relating to Our Business and Industry — We may fail to recover all payments on behalf of property owners of the properties managed on a commission basis.”

Under the commission basis model, we are not entitled to any excess of the property management fees paid by property owners, residents or property developers (after deducting the fees receivable by us as the property manager) (the “**Client Fund**”) over the costs and expenses associated with the provision of services to the property. Therefore, we do not recognize any direct cost under property management service contracts charged on a commission basis in general. Such costs are borne by the property owners, residents and property developers.

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According to the relevant residential property management service contracts that were on commission basis, we are typically required to (i) formulate and publish an annual budgeting and management plan; and (ii) report the income and expenditures periodically, to the property owners so as to ensure that they have a better understanding of the use of Client Fund. In addition, for a majority of the residential properties we managed on a commission basis, we are required to set up a designated account to deposit the fees we received while all the expenditures must be paid from such account. Our Directors confirmed that the Client Fund was used only for the purpose of providing property management related services during the Track Record Period and up to the Latest Practicable Date.

### *Service Fees Charged for Pre-sale Management Services*

We typically charged the pre-sale management service fees with property developers quarterly based on actual level of service completed for our pre-sale management services during the Track Record Period. We classified the sales offices under our management with respect to properties developed by KWG Group and its joint ventures, associates or other related parties into three types (Type A, Type B and Type C) based on (i) different service and training standards for the staff; and (ii) different quality of the facilities and equipment used in the sales offices. With reference to the costs incurred for the pre-sale management services, including labor, consumables, beverages, cleaning and greening, security and office and administrative costs, we charged different levels of service fees for each type of sales office. During the Track Record Period, we typically charged between RMB5.0 million to RMB8.0 million per year per project for Type A, RMB3.5 million to RMB5.0 million per year per project for Type B, and below RMB3.5 million per year per project for Type C sales offices. The actual fees charged with respect to any particular project may differ and are subject to commercial negotiation and the length of the services provided. For the sales offices under our management with respect to properties developed by third-party property developers, we typically charged between RMB1.0 million to RMB3.0 million per year per project during the Track Record Period.

### *Service Fees Charged for Community Value-added Services*

We typically charged a commission-based fee or a fixed fee depending on the nature of community value-added services rendered.

### *Pricing Policy*

We generally price our pre-sale management services and property management services by taking into account factors such as characteristics and locations of the residential communities, local pricing regulations, management fees charged in nearby and comparable communities, our budget, target profit margins, property owner and resident profiles and the scope of our services. We regularly evaluate our financial information to assess whether we are collecting sufficient property management fees to sustain our profit margins. During renewal negotiations for our property management service contracts, we may raise our property management fee rates as a condition precedent for continuing our services.

The price administration and construction administration departments of the State Council are jointly responsible for supervision over and administration of fees charged for property management and related services, and we are also subject to pricing controls implemented by the PRC Government. In December 2014, the NDRC issued the Circular of the NDRC on the Opinions of Relaxing Price Controls in Certain Services (國家發展改革委關於放開部分服務價格意見的通知) (the “Circular”), which required provincial-level price administration authorities to abolish all price control or guidance policies on residential properties, with certain exceptions. For more information, see “Regulatory Overview — Laws and Regulations Relating to Property Management Services — Charging of Property Management Enterprises.” We expect that pricing controls on residential properties will relax over time as relevant local authorities pass regulations to implement the Circular. For more information, see “Risk Factors — Risks Relating to Our Business and Industry — We are subject to the regulatory environment and various factors affecting our industry and general economic conditions.”

In 2017, 2018, 2019 and the four months ended April 30, 2020, our average property management fee rates for residential properties were RMB2.6 per sq.m. per month, RMB2.8 per sq.m. per month, RMB2.9 per sq.m. per month, and RMB2.9 per sq.m. per month, respectively.

For community value-added services, we generally price our service fee with reference to market standard and the rate charged by our competitors within the same area.

#### ***Payment and Credit Terms***

We may charge property management fees on a monthly or quarterly, depending on the terms of our property management service contracts. Property owners or residents are generally required to make the payment on or before the fifth day of each month. We send reminders and notifications to property owners through various channels, such as via written notice, phone calls, SMS or in person. We issue the first demand letter to property owners whose property management fees are overdue for three month. If the overdue property management fee has not been paid after six months, we will instruct our lawyer to send a formal letter. We may also resolve the payment dispute in court if necessary. To the extent permitted under applicable PRC laws, we charge property owners for utility fees in relation to water and electricity consumed by communal areas, in proportion to the total GFA under management that they occupy and in addition to agreed-upon property management fees.

We typically receive payment for our property management services within 30 days after the issuance of the first demand letter reminder to property owners.

Our customers can pay the amount payable to us in cash, through online or offline transfer, auto-pay, debit or credit card or third-party mobile payment platforms such as WeChat Pay and Alipay.

In 2017, 2018, 2019 and the four months ended April 30, 2020, our collection rate for property management fees with respect to residential properties, calculated as a percentage of the property management fees cumulatively collected by the end of the relevant period of the corresponding total property management fees receivable for the same period, was 76.1%, 80.8%, 80.6% and 77.7%, respectively. Our collection rate for property management fees due from Independent Third Parties with respect to residential properties, calculated as a percentage of the property management fees cumulatively collected from Independent Third Parties by the end of the relevant period of the corresponding total property management fees receivable from Independent Third Parties for the same period, was 82.3%, 83.8%, 84.2% and 80.8%, respectively, during the same periods. Property



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owners and residents tend to settle outstanding property management fee balances in the second half of the year, especially toward the end of the year. See “Risk Factors — Risks Relating to Our Business and Industry — The collection of our trade receivables is subject to seasonal fluctuations” in this prospectus for details.

For per-sale management services, we generally settle the service fee with property developers quarterly.

For community value-added services, our credit terms vary based on the nature of the services rendered.

### **Contracts Under Our Residential Property Management Services**

#### *Pre-sale Management Service Contracts*

##### *Key Terms of Pre-sale Management Service Contracts*

Our pre-sale management service contracts typically include the following key terms:

- *Scope of services.* Our contracts set forth the scope of pre-sale management services to be provided by us, which normally includes daily operations and maintenance of the sales office.
- *Performance scope and standards.* The pre-sale management service contract would set forth the scope and expected standards for our property management services, including the areas to which our services relate, as well as the frequency of performance of services such as cleaning communal areas and inspecting facilities such as power supply and distribution systems, water supply and drainage systems and fire extinguishing systems.
- *Pre-sale management service fees.* The pre-sale management fee is fixed and is typically payable quarterly.
- *Property developer’s rights and obligations.* Property developers may supervise our work based on the performance standards set forth in the contracts. In addition, the property developers are primarily responsible for, among other things, providing us with office supplies and other support necessary for carrying out our contractual obligations.
- *Term of service.* The term of the contracts generally ranges from two months to one year. Actual term of our contracts depends on the length of pre-sale period set by the property developers. A 30 to 60-day notice period is typically required if the property developer wishes to extend or early terminate the contract. A separate written agreement will be entered into in this regard.
- *Dispute resolution.* Both parties are typically required to resolve any contractual disputes through negotiations first before resorting to litigation.

***Residential Property Management Service Contracts***

We generally enter into preliminary property management service contracts with property developers. A preliminary property management service contract is a type of property management service contract that we enter into at the construction and pre-delivery stage of property development projects. As advised by JLL, the property developers usually organize tendering procedure to engage property management companies after they have obtained the land use rights of land parcel for the relevant projects. Thus we usually have the opportunities to submit tender bids after a property developer obtains the land use rights of a land parcel to develop properties and property developers normally enter into preliminary property management service contracts with us approximately one to three months before the commencement of pre-sales. In relation to residential properties that have already been delivered where property owners' associations are established, we enter into property management service contracts with property owners' associations which act on behalf of property owners.

We typically start providing residential property management services to property owners after property developers delivered the properties to them. On the other hand, we provide pre-sale management services to property developers during their pre-sale period which the residents or property owners normally have not moved into the properties yet.

The date of delivery of a residential property is a contractually binding term stipulated in the purchase agreement entered into between KWG Group and the purchaser and is typically stated to be on or before a certain date conditional upon full settlement of the purchase price. KWG Group is contractually bound to deliver the property according to the purchase agreement and it will be a breach of contract if KWG Group fails to do so. In the cases where the purchase price of a residential property can only be recognized as revenue after the property is delivered to the purchaser, if the date of delivery is delayed, the financial performance of KWG Group may be adversely affected. As a result, it will not be in KWG Group's interest to delay the date of delivery. On the contrary, it is in KWG Group's own interest to abide by the agreed date of delivery.

Moreover, whether KWG Group can deliver a residential property according to the agreed date of delivery depends on, among others, the construction progress as well as whether it can successfully obtain the relevant certificates and approvals from the government authorities as required by the relevant laws and regulations. As such, the date of delivery by KWG Group can be brought forward only under the preconditions that the construction progress is met and the relevant certificates and approvals are successfully obtained from the government authorities.

Due to the contractual obligations and the regulatory approvals required to be obtained before delivery as mentioned above, it is not in the interest of KWG Group to manipulate the date of delivery of the properties, including those properties to be managed by our Group.

The table below sets forth a breakdown of our GFA under management with respect to residential properties as of the dates indicated and revenue generated from property management services provided to residential properties for the periods indicated by counterparty of our property management service contracts.

	As of or for the year ended December 31,				As of or for the four months ended April 30,							
	2017		2018		2019		2020					
	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB				
Property developers <sup>(1)</sup>	10,518	245,937	11,420	278,824	17,312	363,830	14,919	109,376	17,821	133,704	94.9	5.1
Property owners' associations	353	7,772	353	8,210	1,034	18,217	1,034	5,836	1,059	7,204	95.2	4.8
<b>Total</b>	<b>10,871</b>	<b>253,709</b>	<b>11,773</b>	<b>287,034</b>	<b>18,346</b>	<b>382,047</b>	<b>15,953</b>	<b>115,212</b>	<b>18,880</b>	<b>140,908</b>	<b>100.0</b>	<b>100.0</b>

(in thousands, except for percentages)

Note:

(1) Include (i) property management projects where we continued to provide services after property owners' associations were established pursuant to the terms of preliminary property management service contracts originally signed with property developers. After the delivery of properties, we charge property management fees from property owners and residents for property management services pursuant to the terms of preliminary property management service contracts originally signed with property developers; and (ii) two contracts signed with Beijing Public Housing Center.

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We enter into property management service contracts with or without fixed terms with property developers and property owners' associations. During the Track Record Period, a majority of our residential property management service contracts did not have fixed terms, while in general the rest with fixed terms ranging from one to five years.

The table below sets forth the expiration schedule of our property management service contracts for residential properties we were contracted to manage as of April 30, 2020:

	<b>Contracted GFA</b> <i>(sq.m. in thousands)</i>	<b>Number of property management service contracts</b>
<b>Property management service contracts without fixed terms<sup>(1)</sup></b>	28,512	151
<b>Property management service contracts with fixed terms expiring in</b>		
Year ending December 31, 2020	458	3 <sup>(2)</sup>
Year ending December 31, 2021	112	2
Year ending December 31, 2022	26	1
Year ending December 31, 2023 and beyond	572	4
<b>Subtotal</b>	1,168	10
<b>Total</b>	29,680	161

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*Notes:*

- (1) Property management service contracts without fixed terms are generally preliminary property management service contracts entered into with property developers. They will usually terminate when property owners' associations are established and a new property management service contract is entered into and becomes effective. In addition, during the Track Record Period, our Group had continued to provide services to property developers, owners and residents pursuant to certain fixed-term agreements after the expiration of such terms. As advised by our PRC Legal Advisor, these agreements would have become agreements without fixed terms at expiration, terminable by (i) us, (ii) the property owners' association, or (iii) the majority of property owners, provided that they also own more than 50% of the aggregate GFA of the relevant community at issue, at any time.
  
- (2) As of the Latest Practicable Date, among these three contracts, one was still effective and will expire on December 31, 2020 which we had not started the contract renewal process yet; one had expired in May and we chose not to renew mainly because we did not reach an agreement with the property owners' association of this project with respect to the terms of renewal; and one had expired but we continue to provide services hence it had become agreement without fixed terms as mentioned in the note above.

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### *Key Terms of Preliminary Property Management Service Contracts*

Our preliminary property management service contracts typically include the following key terms:

- *Scope of services.* Typically, we agree to provide property management services to communal areas and facilities, including cleaning, security, gardening and repair and maintenance. We may also agree to provide services in relation to managing and leasing car parks.
- *Performance scope and standards.* The property management service contract would set forth the scope and expected standards for our property management services, including the areas to which our services relate, as well as the frequency of performance of services such as cleaning communal areas and inspecting facilities such as power supply and distribution systems, water supply and drainage systems and fire extinguishing systems.
- *Property management fees.* The property management service contract would set forth the amount of property management fees payable monthly or quarterly, either on a lump sum or commission basis. The property developer is responsible for paying the property management fees for units that remain unsold. For overdue property management fees, property developers pay a penalty equal to a daily-accumulating surcharge at a certain percentage of the overdue amount. If we have agreed to manage and lease car parks, the property management service contract will also specify the fees payable for such services.
- *Property developer's obligations.* The property developer is primarily responsible for, among others, ensuring that its buyers understand and commit to their obligations in relation to the payment of property management fees, providing us with office facilities and other support necessary for carrying out our contractual obligations and reviewing plans and budgets that we may draw up in relation to our services.
- *Term of service.* Our preliminary property management service contracts generally do not have fixed terms and terminate only when a property owners' association is established and a new property management service contract is entered into to replace the existing contracts with property developer. Preliminary property management service contracts with fixed terms will typically specify that if they expire and no property owners' association has been established, then we will continue to provide our services under the original preliminary property management service contract as if such contract is automatically renewed. Such contract will terminate once a property owners' association is established and a new property management service contract is entered into. Preliminary property management service contracts without fixed terms will terminate once a property owners' association is established and a new property management service contract is entered into.
- *Dispute resolution.* Both parties are typically required to resolve any contractual disputes through negotiations first before resorting to litigation or arbitration.

After property developers deliver properties to property owners, property owners may form and operate a property owners' association to represent them in matters related to the properties under certain conditions. The Property Law of the People's Republic of China (《中華人民共和國物權法》), the Regulations on Property Management (《物業管理條例》), and the Guidance Rules of the Owners' Meeting and the Property Owners' Association (《業主大會和業主委員會指導規則》)

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stipulate that property owners that own more than half of the GFA of the property and more than half of the total number of the property owners in the property may vote to establish a property owners' association at a property owners' meeting.

As of the Latest Practicable Date, 16 residential properties under our management established property owners' associations, accounting for approximately 13.8% of the total number of residential properties under our management. During the Track Record Period, no residential property management service contract was terminated by property owners or property owners' association. The property owners' associations are independent from us. We need to secure our engagement by the property owners' meeting with reasonable prices, quality services and scientific management methods and other competitive advantages. In the event that a property owners' association is formed, pursuant to applicable PRC laws and regulations, a general meeting of the property owners can engage or dismiss a property management service provider with affirmative votes of property owners who own more than half of the total GFA of the property and who account for more than half of the total number of the property owners. The general meeting can select a new property management service provider by way of a public tender or entering into contract with a specific property management service provider directly, based on certain selection criteria. See "Regulatory Overview — Laws and Regulations Relating to Property Management Services — Appointment of Property Management Enterprises" in this prospectus for details.

As advised by our PRC Legal Advisor, in cases where we have signed preliminary management contracts without fixed terms and no property owners' association is formed after delivery of the properties, property owners are also legally obligated to pay property management fees directly to us for the services we continue to render. Property owners will be our customers of property management services after the delivery of properties. The preliminary property management service contract will be terminated when the property owners' association is formed and a new property management service contract is entered into and become effective.

### *Key Terms of Contract with Property Owners' Associations*

Our property management service contracts with property owners' associations typically include the following key terms:

- *Scope of services.* Typically, we agree to provide general property management services including cleaning, security, gardening and repair and maintenance. Property owners or residents may request value-added services by paying additional service fees in addition to property management fee. We may outsource certain services to qualified subcontractors.
- *Performance scope and standards.* The property management service contract would set forth the scope and expected standards for our property management services, including the areas to which our services relate, as well as the frequency of performance of services such as cleaning communal areas and inspecting facilities such as power supply and distribution systems, water supply and drainage systems and fire extinguishing systems.
- *Property management fees.* The property management fee would be payable on either a lump sum or a commission basis by property owners and residents. When payable on a lump sum basis, our property management fees are generally charged by area. For overdue property management fees, property owners and residents pay a penalty equal to a daily-accumulating surcharge at a certain percentage of the overdue amount.

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- *Our rights and obligations.* We are responsible for providing property management services with the scope and standards set forth in the agreement provided by us to our clients, such as property and equipment maintenance, security, cleaning and gardening services. We are generally allowed to engage subcontractors to perform the services under our service scope.
- *Rights and obligations of property owners' association.* The property owners' association is primarily responsible for, among others, ensuring that property owners and residents understand and commit to their obligations in relation to the payment of property management fees, providing us with office facilities and other support necessary for carrying out our contractual obligations and reviewing plans and budgets that we may draw up in relation to our services. The property owners' association has the right to be informed of and supervise the use of public funds and the management of common areas and public facilities and review the annual budget and property management plan prepared by us.
- *Terms of service.* Such contracts typically have a duration of two to five years. Certain of these contracts provide that, if no new contract had been executed between the relevant property owners' association and other property management company upon the expiration of an existing contract, the term of the contract at issue shall be extended until the new property management contract between the relevant property owners' association and the newly engaged property management company becomes effective. During the Track Record Period and up to the Latest Practicable Date, neither we nor any property owners' association had unilaterally terminated any property management service contract before the end of their terms.
- *Dispute resolution.* Both parties are typically required to resolve any contractual disputes through negotiations first before resorting to litigation.

According to relevant PRC laws and regulations, the property owners' association is elected by property owners, and represents their interest in matters concerning property management. The property owners' association's decisions are binding on all property owners. As advised by our PRC Legal Advisor, contracts between property owners' associations and property management companies, including the legal rights and obligations of property owners under such contracts, are valid and legally binding on property owners, whom their respective property owners' associations represent, even if the property owners are not parties to such contracts. As a result, we have legal claims against property owners for accrued and outstanding property management fees. Property owners and residents have the right to be informed of and supervise the use of public funds and the management of common areas and public facilities.

### *The Tender Process*

During the Track Record Period, we procured our preliminary property management service contracts from property developers mainly through tender and bidding procedures regulated by applicable PRC laws. According to the Regulations on Property Management (《物業管理條例》) and the Interim Measures for Tender and Bidding Management of Preliminary Property Management (《前期物業管理招標投標管理暫行辦法》), the property developer of residential properties and commercial properties in the same property management area shall engage qualified property management enterprises through a tender and bidding process. If there are fewer than three bidders



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or for small-scale properties, the developer can select and hire qualified property management enterprises by directly entering into an agreement with the approval of the real estate administrative department of the district or county government of the place where the property is located.

During the Track Record Period, we procured a majority of our preliminary management contracts from property developers through (i) tender procedures regulated by applicable PRC laws or (ii) commercial negotiation pursuant to approvals obtained from relevant local authorities or otherwise not compulsorily required by the relevant local authorities. Apart from these, we had entered into 32 preliminary management contracts in respect of residential properties with property developers (among which 24 were entered into with KWG Group and its joint ventures, associates or other related parties and eight were entered into with third-party property developers) which did not go through the tender process which is required by PRC laws and regulations and the compulsory requirement of relevant local authorities (the “**Relevant Property Management Projects**”). The total contracted GFA of the Relevant Property Management Projects accounted for approximately 13.5% of our total contracted GFA as of April 30, 2020. Revenue generated from the Relevant Property Management Projects amounted to RMB104.8 million, RMB127.2 million, RMB203.2 million and RMB58.5 million in 2017, 2018, 2019 and the four months ended April 30, 2020, respectively, representing 22.6%, 19.3%, 18.1% and 13.7% of our total revenue during the same periods.

As confirmed by our Directors, the lack of a tender process for the selection of property management service providers for the Relevant Property Management Projects was not caused by us but the relevant property developers. According to the relevant PRC laws and regulations, the property developers shall engage the property management service providers to provide preliminary property management services by going through the tender process. According to such laws and regulations, a residential property developer may be required to take rectification measures within a prescribed period and pay fines up to RMB100,000 if it fails to comply with such tender and bidding requirement. See “Regulatory Overview — Laws and Regulations Relating to Property Management Services — Appointment of Property Management Enterprises” for details. As advised by our PRC Legal Advisor, there are no specific laws and regulations in the PRC which set out administrative penalties upon property management companies for failing to entering into preliminary management contracts through a tender process. As further advised by our PRC Legal Advisor, the lack of tender process for entering into the preliminary management contracts of the Relevant Property Management Projects shall not affect the validity of these contracts as stipulated under the PRC Contract Law notwithstanding the fact that the local government may require the relevant property developer to rectify within a prescribed period. Our Directors also confirm that, based on the opinion given by our PRC Legal Advisor, the fact that the Relevant Property Management Projects did not go through the required tender process will not have any material and adverse impact on our business, financial position or results of operations. Our Directors further confirm that going forward, we will communicate with the relevant property developers to the extent possible when being engaged to provide property management services so as to ensure the compliance with relevant laws and regulations with respect to tender and bidding procedures. See “Risk Factors — Risks Relating to Our Business and Industry — Some of our residential property management service contracts may have been obtained without going through the required tender and bidding process” for details.

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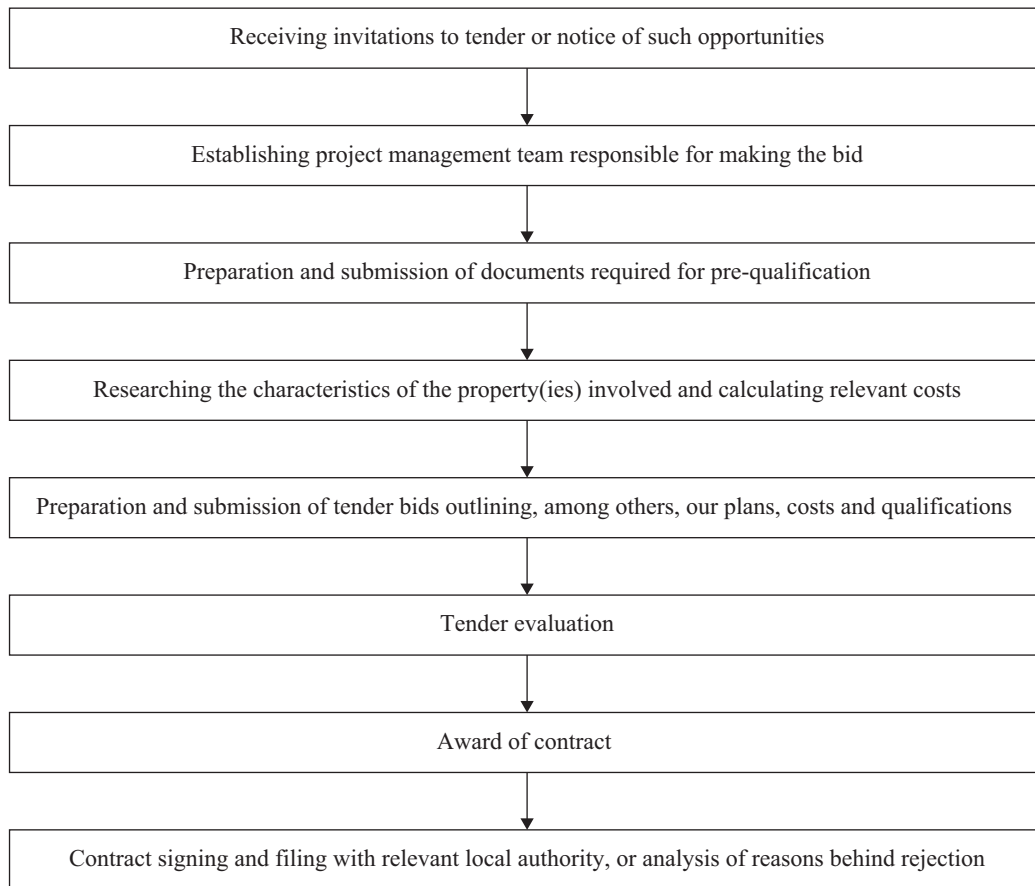
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As of the Latest Practicable Date, we were not aware of any administrative penalties or any notice of potential administrative penalties from the relevant competent authorities on the relevant property developers in relation to any required tender process for our preliminary management contracts.

As advised by our PRC Legal Advisor, we are not required under the relevant PRC laws and regulations to undergo the tender process when we negotiate with the property owners' associations directly for renewal of existing contracts.

The flow chart below illustrates each stage of our typical tender process for obtaining preliminary property management service contracts:



A typical tender process usually lasts for 90 days.

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Below sets forth the retention rates for our residential property management service contracts during the Track Record Period:

	Year ended December 31,			Four months ended April 30,
	2017	2018	2019	2020
<b>Retention rate<sup>(1)</sup></b>	100%	100%	100%	100%

*Note:*

- (1) We retained 75 out of 75 contracts in 2017, 103 out of 103 contracts in 2018, 159 out of 159 contracts in 2019 and 161 out of 161 contracts in the four months ended April 30, 2020.

Below sets forth the renewal rates for our residential property management service contracts during the Track Record Period:

	Year ended December 31,			Four months ended April 30,
	2017	2018	2019	2020
<b>Expired</b>	1	Nil	1	1
<b>Renewed</b>	1	N/A	1	1
<b>Renewal rate</b>	100%	N/A	100%	100%

Below sets forth the retention rates for our residential property management service contracts entered into with KWG Group and its joint ventures, associates or other related parties during the Track Record Period:

	Year ended December 31,			Four months ended April 30,
	2017	2018	2019	2020
<b>Retention rate<sup>(1)</sup></b>	100%	100%	100%	100%

*Note:*

- (1) We retained 75 out of 75 contracts in 2017, 103 out of 103 contracts in 2018, 135 out of 135 contracts in 2019, 136 out of 136 contracts in the four months ended April 30, 2020.

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Below sets forth the renewal rates for our residential property management service contracts entered into with KWG Group and its joint ventures, associates or other related parties during the Track Record Period:

	Year ended December 31,			Four months
	2017	2018	2019	ended April 30, 2020
<b>Expired</b>	1	Nil	1	1
<b>Renewed</b>	1	N/A	1	1
<b>Renewal rate</b>	100%	N/A	100%	100%

For both residential properties developed by KWG Group and its joint ventures, associates or other related parties and residential properties developed by third-party property developers, we go through a standard tender process before being awarded property management service contracts to the extent required by PRC laws and regulations. In 2017, 2018, 2019 and the four months ended April 30, 2020, our bid win rates for properties developed by KWG Group and its joint ventures, associates or other related parties were 100% (submitted 15 bids), 100% (submitted 21 bids), 100% (submitted 16 bids) and 100% (submitted one bid), respectively. Our high bid win rates for properties developed by KWG Group and its joint ventures, associates or other related parties was primarily because of our long-term cooperation with KWG Group, our ability to provide quality property management services and the fact that we share the similar philosophy in providing products and services to customers with KWG Group so that we are able to better understand and fulfill their needs and requirements. Our bid win rate for properties developed by third-party property developers was 75% (submitted four bids) in 2019 as we started to provide residential property management services to third-party property developers in the same year. We did not submit any bid with respect to residential properties developed by third-party property developers in 2017, 2018 and the four months ended April 30, 2020.

### **Community Value-added Services**

#### *Overview*

With an aim of enhancing the level of convenience and meeting the needs of property developers, property owners and residents of our managed properties, we provide community value-added services through our daily contact and interactions with our customers during the process of providing residential property management services. Our community value-added services mainly include (i) property agency services; (ii) home-living services; and (iii) common area value-added services.

#### *Property Agency Services*

We commenced our property agency services with respect to (i) second-hand residential properties owned by property owners in 2017; and (ii) residential properties newly developed by property developers in 2019. Our residential property agency team comprises a number of members experienced in the real estate industry and property agency business, offering marketing planning, sales consultancy, and channel development services. We act as an agent for property developers and property owners, sourcing potential property buyers and assisting them in entering into property sale and purchase agreements with buyers. We reach out to potential residential property buyers through our network of property management offices located at the properties we manage across China. Leveraging close relationships with the residents that we have nurtured through our property

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management operations, we have access to potential residential property buyers with proven purchasing power. Upon the consummation of a property sale transaction, we charge sellers a commission calculated at a fixed percentage of the contracted purchase price. In 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, the average commission rate charged by us with respect to newly developed properties was nil, nil, 0.9%, nil and 0.9%, respectively. The average commission rates of our property agency services were comparable with prevailing market rates, according to JLL. Moreover, we offer brokerage services for property leasing transactions, which primarily include property listing as well as assistance in the negotiation and documentation of leases. Upon the closing of a successful property leasing transaction, we typically charge the landlord a certain percentage of the first-year average monthly rent as commission.

### *Home-living Services*

Our home-living services mainly include the following:

#### *Butler services*

Our butlers maintain frequent communications with property owners and residents to listen to and understand their problems and needs so as to better anticipate and timely respond to their requests from time to time and to build trusting and cordial customer relationships. The property owners and residents seek assistance from our butlers whenever needed and almost all of the home-living services in our managed residential communities are reported to the butlers who would in turn assess the situation and allocate and coordinate appropriate on-site resources to respond to customer requests and address such issues.

#### *Decoration, turnkey and move-in furnishing services*

We offer design and purchasing services with turnkey furnishing packages to create a move-in ready residence. Leveraging our integrated supplier resources, we assist the owners and residents of our managed properties in decorating and furnishing the units and purchasing furniture, home appliances and accessories, saving them time and effort.

#### *Group purchase services*

We coordinate group purchases of products such as groceries and tour packages among, and in accordance with the requirements of, property owners or residents. By organizing group purchases, we are taking initiative in maximizing the benefits of living in a residential community, as it is generally possible to secure better discounts when negotiating and purchasing as part of a group. At times, we organize group purchases of tour packages. We believe our group purchase services can greatly improve the convenience and living quality of the property owners.

#### *Home maintenance and improvement services*

We provide home maintenance, cleaning, improvement, renovation and remodeling services through our subcontractors or subsidiaries.

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### *Event organization services*

We are dedicated to organizing various community activities to build warm and harmonious communities. We organized various community events such as “Harmony Cultural Festival” (合睦文化節), “Let’s Running For Fun” (社區樂跑賽), “Luminal Art Festival” (燈光藝術節) and various community outing events. We also plan to organize weekend outings for our residents and invite financial institutions to offer wealth management lectures and seminars to our residents.

### *Common Area Value-added Services*

We assist property owners or property developers in leasing common spaces such as unsold parking spaces, lift advertising spaces, basements and outer wall advertising spaces. We may also rent out empty floor space for small businesses to use as temporary shops.

## COMMERCIAL PROPERTY MANAGEMENT AND OPERATIONAL SERVICES

### Overview

In addition to managing residential properties, during the Track Record Period, we also provided property management and operational services to commercial properties, including office buildings and shopping malls, and to a lesser extent, industrial parks. As of April 30, 2020, KWG Group had 15 solely or jointly developed shopping malls and office buildings, all of which are currently under our management. Among these 15 shopping malls and office buildings, KWG Group owned 11 of them, all of which are currently being operated by us. We also managed commercial properties developed by KWG Group’s joint ventures, associates or other related parties. In addition, we started to manage commercial properties developed by third-party property developers in 2019. We achieved a steady growth in our revenue from the commercial property management and operational service segment during the Track Record Period. In 2017, 2018, 2019 and the four months ended April 30, 2020, revenue generated from the commercial property management and operational service segment amounted to RMB118.2 million, RMB231.0 million, RMB365.6 million and RMB134.5 million, representing 25.5%, 35.1%, 32.5% and 31.5% of our total revenue, respectively.

The table below sets forth a breakdown of our revenue from commercial property management and operational service segment by service line for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	<i>(in thousands, except for percentages)</i>									
Pre-sale management services	13,339	11.3	12,930	5.6	21,342	5.9	6,510	5.8	3,526	2.5
Commercial property management services	66,803	56.5	150,730	65.2	259,766	71.0	81,249	72.7	90,893	67.6
Commercial operational services	28,392	24.0	44,707	19.4	42,570	11.6	13,935	12.5	25,502	19.0
Other value-added services	9,678	8.2	22,662	9.8	41,966	11.5	9,993	9.0	14,603	10.9
<b>Total</b>	<b>118,212</b>	<b>100.0</b>	<b>231,029</b>	<b>100.0</b>	<b>365,644</b>	<b>100.0</b>	<b>111,687</b>	<b>100.0</b>	<b>134,524</b>	<b>100.0</b>

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The table below sets forth a breakdown of the number of commercial properties under our management and aggregate GFA under management with respect to commercial properties as of the dates indicated, and revenue generated from commercial property management services under commercial property management and operational service segment and average property management fee per sq.m. per month for the periods indicated, by type of property developer:

	As of or for the year ended December 31,												As of or for the four months ended April 30,												
	2017				2018				2019				2019				2020								
	Number	GFA	Revenue	Average	Number	GFA	Revenue	Average	Number	GFA	Revenue	Average	Number	GFA	Revenue	Average	Number	GFA	Revenue	Average					
	sq.m.	RMB	%	fee	sq.m.	RMB	%	fee	sq.m.	RMB	%	fee	sq.m.	RMB	%	fee	sq.m.	RMB	%	fee					
<i>(in thousands, except for numbers, average property management fee and percentages)</i>																									
KWG Group and its joint ventures, associates or other related parties	12	1,341	66,803	100.0	10.9	18	2,031	150,730	100.0	15.2	22	2,398	249,025	95.9	20.3	19	2,113	78,102	96.1	18.5	22	2,398	85,776	94.4	20.5
Third-party property developers	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—	—
<b>Total/Overall</b>	<b>12</b>	<b>1,341</b>	<b>66,803</b>	<b>100.0</b>	<b>10.9</b>	<b>18</b>	<b>2,031</b>	<b>150,730</b>	<b>100.0</b>	<b>15.2</b>	<b>30</b>	<b>3,268</b>	<b>259,766</b>	<b>100.0</b>	<b>19.7</b>	<b>25</b>	<b>2,829</b>	<b>81,249</b>	<b>100.0</b>	<b>18.0</b>	<b>30</b>	<b>3,268</b>	<b>90,893</b>	<b>100.0</b>	<b>19.7</b>

In 2019 and the four months ended April 30, 2020, the average property management fees per sq.m. per month for commercial properties developed by KWG Group and its joint ventures, associates or other related parties were significantly higher than that of properties developed by third-party property developers, primarily because the commercial properties developed by KWG Group and its joint ventures, associates or other related parties were mainly high-end shopping malls and office buildings which generally required more comprehensive services and thus generally commanded higher average property management fees than that of properties developed by third-party property developers primarily comprise of lower-end office buildings which had lower average property management fees. As advised by JLL, it is common in the industry that (i) the property management fee charged for commercial properties varies depending on the types, positioning and locations of the properties; and (ii) the average property management fee for shopping malls is generally higher than that of the office buildings.

As of December 31, 2017, 2018, 2019 and April 30, 2020, our aggregate GFA under management with respect to commercial properties was approximately 1.3 million sq.m., 2.0 million sq.m., 3.3 million sq.m. and 3.3 million sq.m., respectively. As of the same dates, our aggregate contracted GFA of commercial properties was approximately 2.4 million sq.m., 3.5 million sq.m., 4.5 million sq.m. and 4.8 million sq.m., respectively. In 2017, 2018, 2019 and the four months ended April 30, 2020, revenue generated from property management services provided to commercial properties developed by KWG Group and its joint ventures, associates or other related parties amounted to RMB66.8 million, RMB150.7 million, RMB249.0 million and RMB85.8 million, respectively, accounting for 100.0%, 100.0%, 95.9% and 94.4%, respectively, of our revenue generated from commercial property management services under commercial property management and operational service segment for those same periods.

We managed to grow our percentage of GFA under management with respect to commercial properties developed by third-party property developers from nil as of December 31, 2017 to 26.6% as of April 30, 2020. The number of commercial properties under our management which were developed by third-party property developers increased from nil as of December 31, 2017 and 2018 to eight as of December 31, 2019 and April 30, 2020. Out of these eight commercial properties as of December 31, 2019 and April 30, 2020, six properties with aggregated GFA under management of 715,441 sq.m. were obtained through acquisition and two properties with aggregated GFA under management of 154,606 sq.m. were obtained through fee quotation. The commercial property management service revenue we generated from managing commercial properties developed by third-party property developers increased from nil in 2017 to RMB10.7 million in 2019. The commercial property management service revenue we generated from managing commercial



properties developed by third-party property developers increased from RMB3.1 million for the four months ended April 30, 2019 to RMB5.1 million for the four months ended April 30, 2020. The reasons for such growth were similar to those for residential properties. See “— Residential Property Management Services — Overview” for details.

### Scope of Services

Our commercial property management and operational services comprise:

- **Pre-sale management services** We provide property management services to property developers for their pre-sale activities, such as cleaning, security and maintenance of pre-sale display units and sales offices.
- **Commercial property management services** We provide commercial property management services to property owners or tenants of the commercial properties, including:

*File management* — We provide file management services to property developers to ensure the records and files of the properties under our management are safe and in good order.

*Cleaning* — We provide general cleaning and hygiene maintenance services to the communal areas of commercial properties primarily through subcontractors. Such communal areas include, among others, staircases, lobbies, rooftops, railings, hallways and basements.

*Security* — We seek to ensure that the commercial properties we manage are safe and in good order. The security services we provide include, among others, traffic management, parking management, patrolling, video surveillance, car park security, emergency response, entry control and fire safety. We provide our security services primarily through our own staff or subcontractors and technological solutions such as surveillance cameras.

*Gardening* — Our gardening services include pruning, fertilizing and pest control and are provided primarily through subcontractors. We seek to maintain the growth and beauty of greenery throughout our managed properties.

*Repair and maintenance* — We are generally responsible for ensuring that elevator systems, power supply and distribution systems, water supply and drainage systems, fire extinguishing systems and other facilities and equipment located in communal areas are in good working order. We generally provide repair and maintenance services through our own employees. For elevator and fire extinguishing systems, we provide repair and maintenance services through subcontractors.

- Commercial operational services

We provide commercial operational services to property owners and property developers of certain commercial properties under our management. The services we provide include:

### Preparation Stage

*Preliminary planning and consultancy services* — Our preliminary planning and consultancy services include market research and analysis, feasibility studies, financial projection and marketing and positioning strategy formulation for the commercial properties.

*Tenant sourcing services* — We help property developers and property owners identify and solicit target tenants and arrange the signing of tenancy agreements. With respect to the shopping malls, we help select suitable tenants with an aim to optimize brand mix.

### Operation Stage

*Tenant management services* — We provide tenant management and rent collection services to property owners and property developers, including, among others, handling tenant enquiries and complaints, processing rent payments, ensuring timely payment of rents by tenants, and assisting the property owners and property developers in adjusting and optimizing tenant mix.

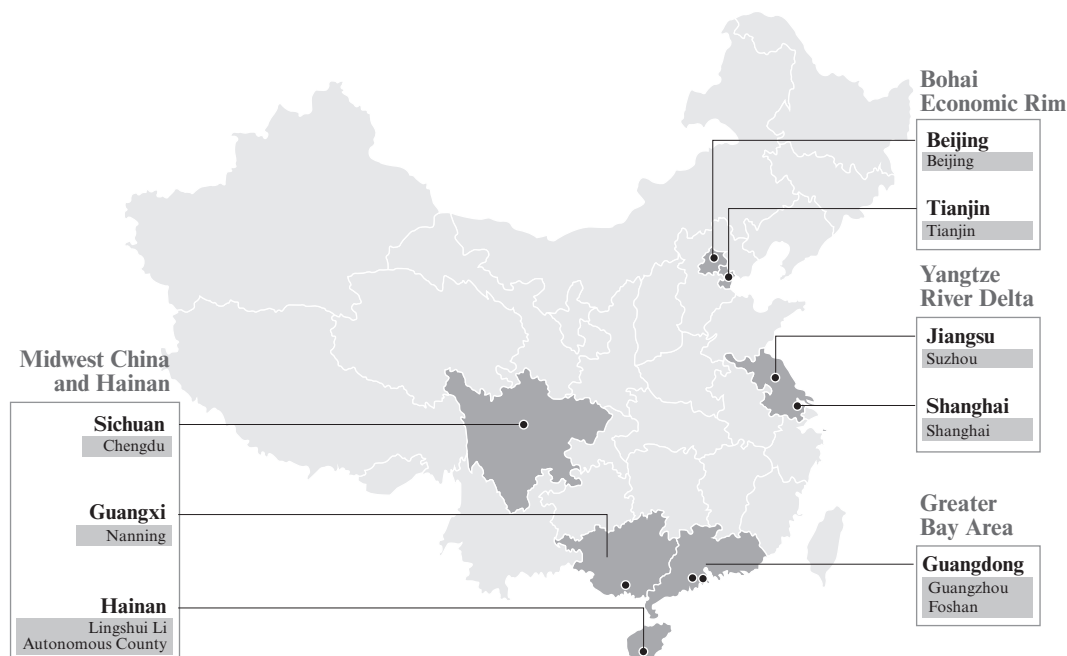
*Marketing and promotion services* — We hold various promotional activities including holiday sales, public relation and promotion events, aiming to attract traffic to the commercial properties under our management and increase tenants' sales.

- Other value-added services We provide other value-added services to property owners, tenants and property developers, primarily including common area value-added services such as leasing common areas or advertising spaces.

**Our Geographic Presence**

Since the inception of our commercial property management and operational services in 2006, we had established strong footprint in the Greater Bay Area and expanded our geographic presence to nine cities or autonomous county including major cities such as Beijing, Shanghai, Chengdu, and Suzhou as of April 30, 2020. As of April 30, 2020, we managed a total of 30 commercial properties and had been contracted to manage 34 commercial properties.

The map below illustrates the cities or autonomous county in which the commercial properties we managed or contracted to manage were located as of April 30, 2020:



Below sets forth the location of the commercial properties we managed or contracted to manage by city tier:

<u>First-tier cities</u>	<u>New first-tier cities</u>	<u>Second-tier cities</u>	<u>Others</u>
Beijing Shanghai Guangzhou	Suzhou Tianjin Foshan Chengdu	Nanning	Lingshui Li Autonomous County

We have plans to expand along with the strategic development of KWG Group. Leveraging the strong brand reputation we have established through strategic cooperation with KWG Group, we have expanded to several regions outside the Greater Bay Area.

The table below sets forth a breakdown of our total GFA under management with respect to commercial properties as of the dates indicated, and total revenue generated from commercial property management and operational services for the periods indicated by geographic region:

	As of or for the year ended December 31,				As of or for the four months ended April 30,									
	2017		2018		2019		2020							
	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB						
		%		%		%		%						
	<i>(in thousands, except for percentages)</i>													
Greater Bay Area	889	84,460	71.4	97,254	42.1	1,820	123,944	33.9	1,672	34,711	31.1	1,820	44,223	32.9
Yangtze River Delta <sup>(1)</sup>	281	8,733	7.4	64,890	28.1	625	106,143	29.0	545	34,002	30.4	625	39,930	29.7
Midwest China and Hainan <sup>(2)</sup>	171	25,019	21.2	55,735	24.1	784	106,651	29.2	573	33,795	30.3	784	41,320	30.7
Bohai Economic Rim <sup>(3)</sup>	—	—	—	13,150	5.7	39	28,906	7.9	39	9,179	8.2	39	9,051	6.7
<b>Total</b>	<b>1,341</b>	<b>118,212</b>	<b>100.0</b>	<b>231,029</b>	<b>100.0</b>	<b>3,268</b>	<b>365,644</b>	<b>100.0</b>	<b>2,829</b>	<b>111,687</b>	<b>100.0</b>	<b>3,268</b>	<b>134,524</b>	<b>100.0</b>

Notes:

- (1) Include Shanghai Municipality and Jiangsu Province.
- (2) Include Sichuan Province, Guangxi Zhuang Autonomous Region and Hainan Province.
- (3) Include Beijing Municipality and Tianjin Municipality.

The following table sets forth a breakdown of our GFA under management with respect to commercial properties as of the dates and revenue from our commercial property management services and the average property management fee per sq.m. per month by city tiers for the periods indicated:

	As of or for the year ended December 31,				As of or for the four months ended April 30,														
	2017		2018		2019		2020												
	GFA sq.m.	Revenue RMB	Average property management fee RMB	GFA sq.m.	Revenue RMB	Average property management fee RMB	GFA sq.m.	Revenue RMB	Average property management fee RMB										
		%			%			%											
First-tier cities	961	62,115	93.0	1,037	93,474	62.0	1,628	125,042	48.1	14.3	1,429	38,582	47.5	14.1	1,628	47,100	51.8	14.4	
New first-tier cities,																			
second-tier cities	380	4,688	7.0	994	57,256	38.0	1,640	134,724	51.9	24.6	1,400	42,667	52.5	23.4	1,640	43,793	48.2	24.6	
and others																			
<b>Total/Overall</b>	<u>1,341</u>	<u>66,803</u>	<u>100.0</u>	<u>2,031</u>	<u>150,730</u>	<u>100.0</u>	<u>3,268</u>	<u>259,766</u>	<u>100.0</u>	<u>19.7</u>	<u>2,829</u>	<u>81,249</u>	<u>100.0</u>	<u>18.0</u>	<u>3,268</u>	<u>90,893</u>	<u>100.0</u>	<u>19.7</u>	

(in thousands, except for average property management fee and percentages)

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During the Track Record Period, the average property management fee per sq.m. per month for commercial properties located in the first-tier cities generally remained stable. For commercial properties located in new first-tier and second-tier cities, there was a significant increase in the average property management fee from 2017 to 2018, primarily because we started to manage shopping malls in new first-tier cities in 2018 which commanded higher average property management fee, whereas we managed certain office buildings located in new first-tier and second-tier cities which commanded lower average property management fee in 2017. The average property management fee for commercial properties located in new first-tier and second-tier cities further increased from 2018 to 2019 and remained stable for the four months ended April 30, 2020, primarily because we recorded a full-year revenue in 2019 for the shopping malls we started to manage in 2018, whereas we only recorded partial-year revenue for these shopping malls in 2018.

### Portfolio of Commercial Properties under Our Commercial Operational Services

We provide commercial operational services to certain commercial properties including shopping malls and office buildings under our management. Details of which are set out below:

#### *Shopping Malls*

##### *In Operation*

The table below set forth certain information of each of the shopping malls to which we provided commercial operational services and was in operation as of April 30, 2020 by brand name:

<u>Project<sup>(1)</sup></u>	<u>Opening date<sup>(2)</sup></u>	<u>Location</u>	<u>Occupancy rate<sup>(3)</sup></u> <u>as of April 30 2020</u> %	<u>GFA<sup>(4)</sup></u> <i>sq.m.</i>
<i>U-fun (悠方)</i>				
1. Yushan (譽山)	October 2018	Guangzhou	66	20,358
2. Longjing (瀧景)	December 2019	Foshan	83	13,545
3. Suzhou (蘇州)	April 2018	Suzhou	84	179,930
4. Chengdu (成都)	May 2018	Chengdu	94	229,531
<i>M • CUBE (摩方)</i>				
1. Beijing (北京)	October 2018	Beijing	78	44,195
<b>Total</b>				<b>487,559</b>

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*Notes:*

- (1) Yushan U-fun, Suzhou U-fun, Chengdu U-fun and Beijing M • CUBE projects were solely developed and owned by KWG Group. Longjing U-fun was jointly developed by KWG Group and an Independent Third Party.
- (2) We typically start to provide preparation stage services such as preliminary planning and consultancy services and tenant sourcing services before the opening of a shopping mall.
- (3) Occupancy rate is calculated as actual leased area divided by available lease area of a retail commercial property as of the end of each relevant period based on our internal record.
- (4) Represent the GFA to which we provided commercial operational services.

*Not Yet in Operation*

The table below sets forth certain information of the shopping mall for which we had been engaged to provide commercial operational services as of April 30, 2020. This commercial property project had not commenced operation as of April 30, 2020:

<u>Project</u>	<u>Expected Opening date<sup>(1)</sup></u>	<u>Location</u>	<u>GFA<sup>(2)</sup></u> <i>sq.m.</i>
1. Chengdu M • CUBE (成都摩方) <sup>(3)</sup>	October 2020	Chengdu	67,291

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*Notes:*

- (1) Expected opening date represents the date on which a shopping mall is expected to open pursuant to the confirmation from the property developer. The actual opening date of a shopping mall may change subject to various factors, including but not limited to construction process, tenant sourcing progress and other unforeseen circumstances.
- (2) Represent the GFA to which we provided commercial operational services.
- (3) Chengdu M • CUBE was solely developed by KWG Group.



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### *Office Buildings*

#### *In Operation*

The table below sets forth certain information of each of the office buildings to which we provided commercial operational services and was in operation as of April 30, 2020:

<u>Project<sup>(1)</sup></u>	<u>Opening date</u>	<u>Location</u>	<u>GFA<sup>(2)</sup></u> <i>sq.m.</i>
1. Guangzhou Hejing International Finance Place (廣州合景國際金融廣場)	October 2007	Guangzhou	102,400
2. Guangzhou International Metropolitan Plaza (廣州環球都會廣場)	May 2016	Guangzhou	33,333
3. International Commerce Place (環匯商業廣場)	October 2016	Guangzhou	73,697
4. Shanghai International Metropolitan Plaza (上海環球都會廣場)	June 2018	Shanghai	149,292
5. Chengdu International Commerce Place (成都環匯商業廣場)	August 2016	Chengdu	270,000
6. Suzhou Leader Plaza (蘇州領匯廣場)	December 2015	Suzhou	104,913
7. Guangxi Hejing International Finance Place (廣西合景國際金融廣場)	December 2018	Nanning	134,000
<b>Total</b>			<u><u>867,635</u></u>

*Notes:*

- (1) Except for Guangzhou International Metropolitan Plaza, which was jointly developed by KWG Group and other Independent Third Parties, the rest of the office buildings operated by us were solely developed and owned by KWG Group.
- (2) Represents the GFA to which we provided commercial operational services.

### *Our Shopping Mall Brands*

We provide commercial operational services to shopping malls under two brands, namely, U-fun (悠方) and M • CUBE (摩方). Each carries a unique positioning, with which we seek to evoke certain themes or impressions of our services. During the preparation stage, we provide preliminary planning and consultancy services to property owners or developers of the shopping mall by conducting market research and analysis and advising on the market positioning of the shopping mall based on a number of factors, including among others, location of the commercial property and consumer demographics. Our U-fun (悠方) brand targets mid-class families for shopping and leisure, and our M • CUBE (摩方) brand aim to provide stylish shopping experience for young generations. Subsequently, for our tenant sourcing services, we help source suitable tenants for the shopping mall according to its positioning with an aim to optimize brand mix. For example, when sourcing tenants for shopping malls under M • CUBE brand, we focus more on tenants of trendy brands and designer's brands; while for shopping malls under U-fun brand, we look for tenants suitable for all age groups, such as tenants of children clothing brands and household goods brands.

During the operation stage, we provide similar tenant management services to shopping malls under both brands, except that we adjust and optimize tenant mix based on each brand's unique needs and positioning. For our marketing and promotion services, we also plan and hold various promotional activities based on each brand's unique needs and positioning.

#### *“U-fun (悠方)”*

Our U-fun brand targets all age groups and focuses on fostering a fashionable, healthy and refined LOHAS lifestyle that embodies the enjoyment and passion for life. In addition, we offer quality brands across dining, apparel and other major areas to accommodate the needs of the visitors.



Chengdu U-fun (成都悠方)

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As of April 30, 2020, we provided commercial operational services to four shopping malls in operation under U-fun brand, namely, Yushan U-fun (譽山悠方), Longjing U-fun (瀧景悠方), Suzhou U-fun (蘇州悠方) and Chengdu U-fun (成都悠方). Chengdu U-fun (成都悠方) is a representative project for this brand. Opened in May 2018, it is located at the intersection of two main traffic arteries, Jiaozi Avenue and Yizhou Avenue, with a total GFA of 229,531 sq.m. as of April 30, 2020. Chengdu U-fun was designed by an internationally renowned architectural firm and positioned as a benchmark for a creative retail environment in Chengdu. Several customer friendly facilities were built into the design, including kids and family orientated washrooms, rest areas, concierge storage and a friendly signage system. It integrates leisure, shopping, catering and entertainment functions and aims to provide visitors with an ideal space for living in the city. We also held various marketing events at Chengdu U-fun from time to time with an aim of attracting consumer traffic.

Chengdu U-fun was granted “2019 Fashion and Innovative Commercial Project” (2019年度時尚創新力商業體) award by Chengdu International Fashion Federation (成都市國際時尚聯合會) in 2020.

### “M • CUBE (摩方)”

Our M • CUBE brand targets young customers and provides a venue where the young and fashionable get a definitive taste of latest trends and fashions. We aim to provide shoppers who visit M • CUBE with a wide range of outlets from trendy fashions, lifestyle facilities to stylish dining places.



Beijing M • CUBE (北京摩方)

As of April 30, 2020, we provided commercial operational services to one shopping mall in operation under M • CUBE brand, namely, Beijing M • CUBE. Opened in October 2018, it is located in a busy area of Dongcheng district in Beijing with a total GFA of 44,195 sq.m. as of April 30, 2020. We endeavor to create a fashionable and artistic ambience for shoppers who visit Beijing M • CUBE. Beijing M • CUBE was designed by an internationally renowned architectural firm. The building is wrapped in a pearlescent ceramic façade that appears either gray or colorful at different times, creating a subtle façade that does not need large LED screens to stand out and catch the attention of the passers-by. Such features demonstrate our dedication of setting the fashion trend and providing the visitors with the best shopping experience. To further promote Beijing M • CUBE, we held various marketing events such as organizing parties where we invited many fashion brand vendors and music bands to the shopping mall with an aim of increasing the popularity.

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Beijing M • CUBE was granted “Popular Commercial Project of the Year” award (年度人氣商業體) in 2019 by Beijing Trendy Life (北京潮生活).

### Growth of Our Commercial Property Management Services Portfolio

We had been expanding our commercial property management service business during the Track Record Period primarily through obtaining new service engagements from property developers and acquiring Gangyu Enterprise. In future, we also plan to expand our coverage by acquiring local property management companies with complementary business profile and industry experience. The table below indicates the movement of our (i) contracted GFA and (ii) GFA under management during the Track Record Period:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	Contracted GFA	GFA under management	Contracted GFA	GFA under management	Contracted GFA	GFA under management	Contracted GFA	GFA under management	Contracted GFA	GFA under management
	<i>(sq.m. in thousands)</i>									
As of the beginning of the period	2,016	1,199	2,448	1,341	3,509	2,031	3,509	2,031	4,454	3,268
New engagements <sup>(1)</sup>	432	142	1,221	848	230	522	—	83	304	—
Acquisitions <sup>(2)</sup>	—	—	—	—	715	715	715	715	—	—
Adjustments <sup>(3)</sup>	—	—	(160)	(158)	—	—	—	—	—	—
<b>As of the end of the period</b>	<b>2,448</b>	<b>1,341</b>	<b>3,509</b>	<b>2,031</b>	<b>4,454</b>	<b>3,268</b>	<b>4,224</b>	<b>2,829</b>	<b>4,758</b>	<b>3,268</b>

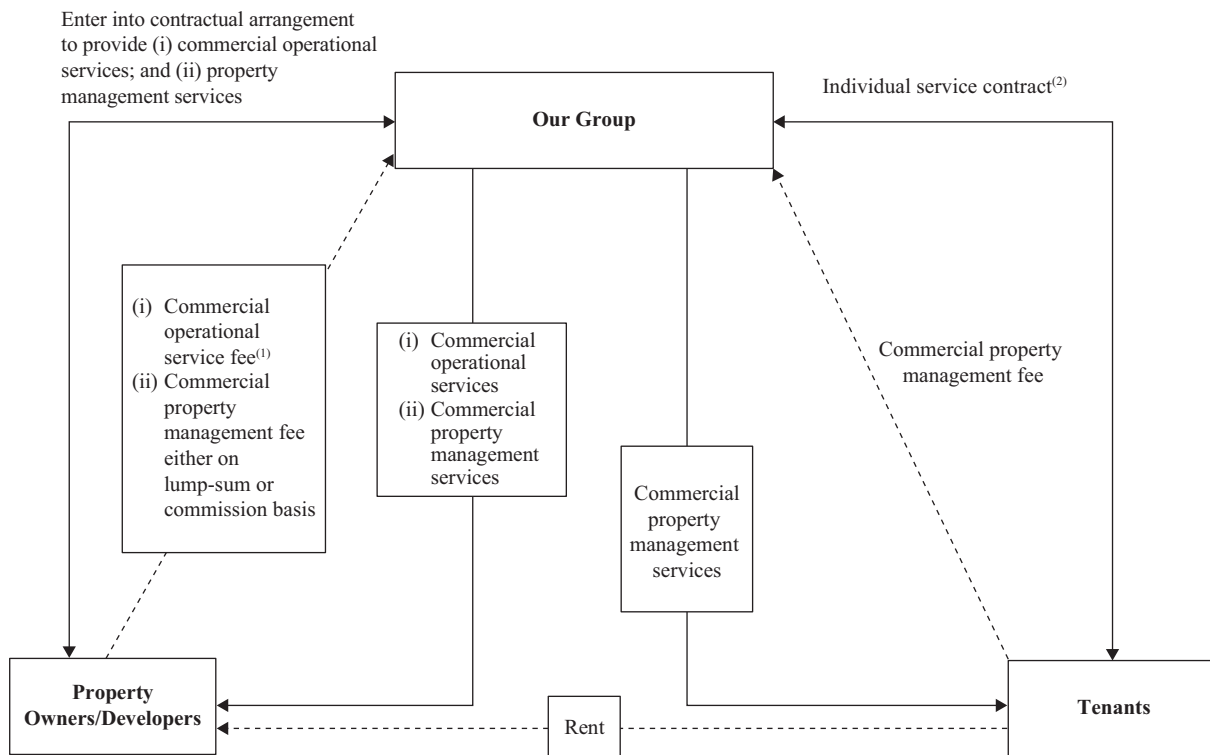
*Notes:*

- (1) In relation to commercial properties we manage, new engagements primarily include preliminary property management service contracts for new properties developed by property developers and property management service contracts for commercial properties replacing their previous property management service providers.
- (2) These refer to new engagements obtained through acquisition of Gangyu Enterprise in 2019.
- (3) In October 2018, one of the commercial property projects (the “**Project**”) solely developed and owned by KWG Holdings was sold to an Independent Third Party (the “**New Owner**”). Prior to such sale, we provided commercial property management services to the Project through Ningjun Property. After such sale, a company was formed between the New Owner (owned 51% equity interest) and Ningjun Property (owned 49% equity interest) to replace Ningjun Property as the property management service provider of the Project. Hence, we considered that the Project was no longer managed by our Group.

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### Commercial Property Management and Operational Service Fees

The diagram below illustrates our relationships with various parties under our commercial property management and operational service segment during the Track Record Period:



*Notes:*

- (1) For commercial operational services, we typically charge (i) a commission-based service fee which is calculated as a certain percentage of the rent collected by the property owners or property developers with respect to the operation of shopping malls; (ii) a profit mark-up on top of our cost with respect to the operation of office building; and (iii) a fixed service fee on a per sq.m. basis for our preliminary planning and consultancy services and tenant sourcing services.
- (2) In the event that a unit in a commercial property is rented out to a tenant by the property owner/developer with which we enter into a preliminary property management service contract, pursuant to the lease agreement, we typically will enter into a separate individual service contract with such tenant to set out certain rights and obligations, and such tenant will undertake the obligation to pay the fee.

### *Service Fees Charged for Property Management Services Provided to Commercial Properties*

During the Track Record Period, substantially all of our commercial property management fees were charged on a lump sum basis, with the remainder charged on a commission basis. In 2017, 2018, 2019 and the four months ended April 30, 2020, 87.9%, 92.9%, 91.9% and 94.4% of our revenue generated from property management services provided to commercial properties was charged on a lump sum basis, respectively, while 12.1%, 7.1%, 8.1% and 5.6% of our revenue generated from property management services provided to commercial properties was charged on a commission basis for those same periods, respectively. In 2017, 2018, 2019 and the four months ended April 30, 2020, 65.7%, 75.5%, 72.1% and 72.1% of our total GFA under management with respect to

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commercial properties was managed on a lump sum basis, respectively, while 34.3%, 24.5%, 27.9% and 27.9% of our total GFA under management with respect to commercial properties was managed on a commission basis, respectively.

The following table sets forth a breakdown of our total GFA under management with respect to commercial properties as of the dates indicated and revenue generated from property management services provided to commercial properties for the periods indicated by revenue model:

	As of or for the year ended December 31,									As of or for the four months ended April 30,					
	2017			2018			2019			2019			2020		
	GFA	Revenue		GFA	Revenue		GFA	Revenue		GFA	Revenue		GFA	Revenue	
	sq.m.	RMB	%	sq.m.	RMB	%	sq.m.	RMB	%	sq.m.	RMB	%	sq.m.	RMB	%
	<i>(in thousands, except for percentages)</i>														
Lump sum basis	881	58,751	87.9	1,533	140,062	92.9	2,357	238,682	91.9	2,094	76,704	94.4	2,357	85,801	94.4
Commission basis	460	8,052	12.1	498	10,668	7.1	911	21,084	8.1	735	4,545	5.6	911	5,092	5.6
<b>Total</b>	<b>1,341</b>	<b>66,803</b>	<b>100.0</b>	<b>2,031</b>	<b>150,730</b>	<b>100.0</b>	<b>3,268</b>	<b>259,766</b>	<b>100.0</b>	<b>2,829</b>	<b>81,249</b>	<b>100.0</b>	<b>3,268</b>	<b>90,893</b>	<b>100.0</b>

Similar to our residential property projects, we take into account a number of factors in determining whether to charge fees on a lump sum or commission basis for our commercial property projects. See “— Residential Property Management Services — Residential Property Management Service Fees — Service Fees Charged for Property Management Services Provided to Residential Properties” for details.

### *Property Management Fees Charged on a Lump Sum Basis*

Under the lump sum basis revenue model, we charge a monthly, fixed and all-inclusive fee for our commercial property management services, which we provide through our own employees and subcontractors. We are entitled to recognize the full amount of property management fees collected from property developers, property owners and tenants as revenue and bear the costs incurred in providing our property management services.

Prior to negotiating and entering into our commercial property management service contracts, we seek to form, as accurately as possible, an estimate as to our cost of sales. Our cost of sales include expenses associated with, among others, labor and subcontracting costs, purchasing supplies and equipment, repair and maintenance of communal areas, management and operation of our office facilities, cleaning and garbage disposal and security. As we bear such expenses ourselves, our profit margins are affected by our ability to reduce our cost of sales. In the event that our cost of sales are higher than anticipated, we would not be able to collect additional amounts from our customers to sustain our profit margins. In 2017, 2018 and 2019, we incurred loss with respect to certain commercial properties managed under lump sum basis. We incurred loss in an aggregate amount of RMB2.5 million, RMB1.5 million and RMB1.4 million, respectively, with respect to one, two and three commercial property management projects, respectively, which were managed under lump sum basis for 2017, 2018 and 2019. The losses were primarily due to costs incurred at the early stages of our commercial property management projects. Our total revenue generated from such loss-making commercial properties amounted to RMB2.6 million, RMB4.6 million and RMB11.0 million in 2017, 2018 and 2019, respectively, accounting for 2.2%, 2.0% and 3.0%, respectively, of our total revenue for the same periods. For more information, see “Risk Factors — Risks Relating to our Business and Industry — We generated revenue from property management services primarily on a lump sum basis. We may be subject to losses if we fail to estimate or control our costs in performing our property management services.” We did not incur loss for commercial properties managed under lump sum basis for the four months ended April 30, 2020.



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For the one commercial property management project which incurred losses in 2017:

- It was developed by KWG Group and its joint ventures, associates or other related parties and located in the Greater Bay Area.

Among the two commercial property management projects which incurred losses in 2018:

- Both were developed by KWG Group and its joint ventures, associates or other related parties.
- One was located in the Greater Bay Area and one was located in the Yangtze River Delta area.

Among the three commercial property management projects which incurred losses in 2019:

- Two were developed by KWG Group and its joint ventures, associates or other related parties and one was developed by a third-party property developer.
- Two were located in the Greater Bay Area and one was located in the Yangtze River Delta area.

During the Track Record Period, our certain commercial property management projects located in the same area as the loss-making projects did not incur loss primarily because some of the loss-making projects were still at the early stages under our management and thus generally incurred higher costs as compared with those non-loss-making projects which were managed by us for a longer period of time.

We have implemented various technological initiatives, internal control policies and standardized procedures to reduce costs and prevent or reduce such shortfall. For instance, by increasing the use of “Traffic Management Cloud” system at our managed properties, we could essentially reduce the reliance on manual labor and in turn save our labor costs for traffic management. For more information, see “— Our Technology Initiatives.” As a result of our measures to improve profitability, we no longer incurred losses with respect to commercial properties managed under lump sum basis for the four months ended April 30, 2020.

In the event that we experience unexpected increases in our cost of sales, we may propose raising our commercial property management fees with property owners or property developers while negotiating to renew our commercial property management service contracts according to relevant laws and regulations. With respect to commercial property that is owned entirely by one property owner, we may negotiate directly with such property owner and raise our commercial property management fees after consent by such property owner.

### *Property Management Fees Charged on a Commission Basis*

During the Track Record Period, we derived a small number of revenue from commercial property management services on a commission basis. Our revenue generated from commercial property management services on a commission basis represented 12.1%, 7.1%, 8.1% and 5.6%, respectively, of the total revenue from commercial property management services in 2017, 2018, 2019 and the four months ended April 30, 2020. On a commission basis, we recognize as revenue a predetermined property management commission fee generally representing 5% to 12% of the



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property management fees payable by property owners, tenants or property developers, while the remainder of such management fees are used as working capital to cover the property management expenses the community incurred.

Under the commission basis model, we are not entitled to any excess of the property management fees paid by property owners, tenants or property developers (after deducting the fees receivable by us as the property manager) (the “**Client Fund**”) over the costs and expenses associated with the provision of services to the property. Therefore, we do not recognize any direct cost for commercial property management services charged on a commission basis in general. Such costs are borne by the property owners, tenants or property developers.

According to the relevant commercial property management service contracts that were on commission basis, we are typically required to (i) formulate and publish an annual budgeting and management plan; and (ii) report the income and expenditures periodically, to the property owners so as to ensure that they have a better understanding of the use of Client Fund. In addition, for certain commercial properties we managed on a commission basis, we are required to set up a designated account to deposit the fees we received while all the expenditures must be paid from such account. Our Directors confirmed that the Client Fund was used only for the purpose of providing property management related services during the Track Record Period and up to the Latest Practicable Date.

### ***Service Fees Charged for Pre-sale Management Services, Commercial Operational Services and Other Value-added Services***

We typically charged the pre-sale management service fees for commercial properties quarterly based on actual level of service completed for our pre-sale management services during the Track Record Period.

For commercial operational services, we typically charged (i) a commission-based service fee which was calculated as a certain percentage of the rent collected by the property owners or property developers with respect to operation of shopping malls; (ii) a profit mark-up on top of our cost with respect to operation of office building; and (iii) a fixed service fee on per sq.m. basis for our preliminary planning and consultancy services and tenant sourcing services.

For other value-added services, we typically charged a commission-based fee or a fixed fee depending on the nature of services rendered during the Track Record Period.

### ***Pricing Policy***

We generally price our commercial property management services by taking into account factors including (i) the requirements of scope and quality of our services; (ii) management fees charged in nearby and comparable communities; (iii) quality, facilities and software system implemented in the property; and (iv) our estimated costs and profit margin target. We regularly evaluate our financial condition to ensure that we are collecting sufficient property management fees to sustain our profitability. During negotiation for renewal of our property management service agreements, we may propose to raise our property management fee in order to maintain or improve our profitability. As advised by our PRC Legal Advisor, unlike residential properties, commercial properties are not subject to the pricing regulations imposed by the PRC government.

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In 2017, 2018, 2019 and the four months ended April 30, 2020, our average property management fee rates for commercial properties were RMB10.9 per sq.m. per month, RMB15.2 per sq.m. per month, RMB19.7 per sq.m. per month and RMB19.7 per sq.m. month, respectively, which were higher than those for residential properties, which is in line with the industry, according to JLL.

In relation to the pricing of property management services for cities in different tiers and for properties of different types, the Joint Sponsors have (i) discussed with our management and reviewed the average property management fee rates charged by us for residential and commercial properties developed by KWG Group and its joint ventures, associates or other related parties and third-party developers during the Track Record Period; (ii) obtained and reviewed the gross profit margins by business line and the average property management fee rates of our industry peers for residential and commercial properties to the extent possible after extracting publicly available data; (iii) with respect to commercial properties, conducted internet database searches to understand the general property management fee level, particularly for shopping malls and office buildings; and (iv) reviewed the JLL Report, and discussed with JLL, to understand the pricing practice and average property management fee rates charged by our industry peers for residential and commercial properties in recent years. Having considered the work performed by JLL and the relevant due diligence done as stated above, nothing has come to the attention of the Joint Sponsors that would cause them to cast doubt on the view that the property management fees charged by us were in line with those charged by its industry peers.

For our commercial operational services, we generally price our service fee with reference to among others, (i) brand, size and location of a commercial property; (ii) availability of utilities; (iii) the complication in tenant sourcing; (iv) rate charged by competitors; and (v) the service period.

For other value-added services, we generally price our service fee with reference to market standard and the rate charged by our competitors within the same area.

### *Payment and Credit Terms*

We generally charge property management fees with respect to commercial properties the similar way as residential properties, see “— Residential Property Management Services — Residential Property Management Service Fees — Payment and Credit Terms” for details.

In 2017, 2018, 2019 and the four months ended April 30, 2020, our collection rate for property management fees with respect to commercial properties, calculated as a percentage of the property management fees cumulatively collected by the end of the relevant period of the corresponding total property management fees receivable for the same period, was 94.5%, 77.3%, 73.1% and 65.7%, respectively. In addition, our collection rate for property management fees due from Independent Third Parties, calculated as a percentage of the property management fees cumulatively collected from Independent Third Parties by the end of the relevant period of the corresponding total property management fees receivable from Independent Third Parties for the same period, was 96.8%, 95.8%, 98.1% and 88.6%, respectively, during the same periods. Property owners and tenants tend to settle outstanding property management fee balances in the second half of the year, especially toward the end of the year. See “Risk Factors — Risks Relating to Our Business and Industry — The collection of our trade receivables is subject to seasonal fluctuations” in this prospectus for details.

For commercial operational services, we generally settle the service fees with the property owners and property developers once a year.

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For other value-added services, our credit terms vary based on the nature of the services rendered.

### **Contracts Under Our Commercial Property Management and Operational Services**

#### *Pre-sale Management Service Contract*

The terms of the pre-sale management service contracts with respect to commercial properties are generally the same as those for residential properties. See “— Residential Property Management Services — Contracts Under Our Residential Property Management Services — Pre-sale Management Service Contracts” for details.

#### *Commercial Property Management Service Contracts*

During the Track Record Period, we entered into preliminary property management service contracts only with property developers with respect to commercial properties. Our GFA under management under these contracts amounted to approximately 1.3 million sq.m., 2.0 million sq.m., 3.3 million sq.m. and 3.3 million sq.m. in 2017, 2018, 2019 and the four months ended April 30, 2020, respectively. The revenue generated from property management services provided to commercial properties amounted to RMB66.8 million, RMB150.7 million, RMB259.8 million and RMB90.9 million, respectively, for the same periods.

We enter into preliminary property management service contracts with or without fixed terms with property developers. During the Track Record Period, a majority of our GFA under management under our preliminary property management service contracts did not have fixed terms, while in general the rest with fixed terms ranging from one to six years. As of the Latest Practicable Date, no commercial property under our management had established property owners’ association. During the Track Record Period, save that one commercial property management service contract was terminated in 2018 since such commercial property project which was solely developed and owned by KWG Holdings was later on sold to an Independent Third Party (the “**New Owner**”). Prior to such sale, we provided commercial property management services to such project through Ningjun Property. After such sale, a new property management company was formed between the New Owner (owned 51% equity interest) and Ningjun Property (owned 49% equity interest) to replace Ningjun Property as the property management service provider of this project, no commercial property management service contract was terminated by property owners or property owners’ association. See Note 3 to the table in “— Commercial Property Management and Operational Services — Growth of Our Commercial Property Management Services Portfolio” for details.

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The table below sets forth the expiration schedule of our preliminary property management service contract as of April 30, 2020:

	<b>Contracted GFA</b> <i>(sq.m. in thousands)</i>	<b>Number of property management service contracts</b>
<b>Preliminary property management service contracts without fixed terms<sup>(1)</sup></b>	3,622	22
<b>Preliminary property management service contracts with fixed terms expiring in</b>		
Year ending December 31, 2020	115	2 <sup>(2)</sup>
Year ending December 31, 2021	215	1 <sup>(3)</sup>
Year ending December 31, 2022	704	8
Year ending December 31, 2023 and beyond	102	1
<b>Subtotal</b>	1,136	12
<b>Total</b>	4,758	34

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*Notes:*

- (1) During the Track Record Period, our Group had continued to provide services to property developers, owners and tenants pursuant to certain fixed-term agreements after the expiration of such terms. As advised by our PRC Legal Advisor, these agreements would have become agreements without fixed terms at expiration, terminable by (i) us, (ii) the property owners' association (if applicable), or (iii) the majority of property owners, provided that they also own more than 50% of the aggregate GFA of the relevant community at issue, at any time.
- (2) As of the Latest Practicable Date, these two contracts were still effective. One contract will expire on September 30, 2020 and we had received renewal notice and expect to sign an supplemental agreement subsequently in October 2020; one contract will expire on December 25, 2020 and we had not started the renewal process yet.
- (3) As of the Latest Practicable Date, this contract was still effective. The contract had expired on March 31, 2020 and was extended until March 2021 by an extension notice.

*Key Terms of Preliminary Property Management Service Contracts*

The key terms of property management service contracts for commercial properties are generally the same as those for residential properties except that we provide property management services to commercial properties instead of residential properties, see “— Residential Property Management Services — Contracts Under Our Residential Property Management Services — Residential Property Management Service Contracts — Key Terms of Preliminary Property Management Service Contracts” for details.

*Key Terms of Contracts with Tenants*

Our individual service contracts with tenants typically include the following key terms:

- *Scope of services.* A typical contract sets forth the scope of property management services to be provided by us, which normally includes security, gardening, cleaning, repair and maintenance and car park management services.
- *Service fees.* The contract sets forth, among others, the amount of property management fees, security deposits, and utility fees. For overdue service fees, the tenant shall pay a penalty equal to a daily-accumulating surcharge at a certain percentage of the overdue amount.
- *Tenant’s obligations.* The tenant is primarily responsible for, among other things, ensuring that the facilities in its unit and common area on its floor are in good condition, following our directives with respect to any decoration work to be carried out in its unit. In addition, the tenant is responsible for all loss resulting from theft, fire and other natural disasters, as well as personal injuries and property damage in its unit.
- *Term of service.* The term of such contracts typically equals to the term of the lease agreement entered into between the tenant and the property owner/developer.
- *Dispute resolution.* Both parties are typically required to resolve any contractual disputes through negotiations first before resorting to arbitration.
- *Termination.* Both parties may terminate the contract with mutual consensus. In the event that the lease agreement between the tenant and the property owner/developer is terminated, the individual service contract will also terminate. If the lease agreement is terminated due to reasons attributable to the tenant, then we have right to forfeit relevant security deposits and any pre-paid fees.

*The Tender Process*

As advised by our PRC Legal Advisor, under applicable PRC laws and regulations, unlike residential properties, for commercial properties, it is not required for property developers to go through tender process in engaging commercial property management and operational service providers. Nevertheless, we undergo similar tender process as that for residential properties in procuring the property management service contract from property developers with respect to certain commercial properties. See “— Residential Property Management Services — Contracts Under Our Residential Property Management Services — The Tender Process” for details.

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Below sets forth the retention rates for our commercial property management service contracts during the Track Record Period:

	Year ended December 31,			Four months ended April 30,
	2017	2018	2019	2020
<b>Retention rate<sup>(1)</sup></b>	100%	95.8% <sup>(2)</sup>	100%	100%

*Notes:*

- (1) We retained 17 out of 17 contracts in 2017, 23 out of 24 contracts in 2018, 33 out of 33 contracts in 2019, 34 out of 34 contracts in the four months ended April 30, 2020.
- (2) In 2018, one of the commercial property projects (the “**Project**”) solely developed and owned by KWG Holdings was sold to an Independent Third Party (the “**New Owner**”). Prior to such sale, we provided commercial property management services to the Project through Ningjun Property. After such sale, a company was formed between the New Owner (owned 51% equity interest) and Ningjun Property (owned 49% equity interest) to replace Ningjun Property as the property management service provider of the Project. In light of the foregoing, we consider such project was no longer managed by our Group.

Below sets forth the renewal rates for our commercial property management service contracts during the Track Record Period:

	Year ended December 31,			Four months ended April 30,
	2017	2018	2019	2020
<b>Expired</b>	Nil	2	2	Nil
<b>Renewed</b>	N/A	1	2	N/A
<b>Renewal rate</b>	N/A	50%	100%	N/A

Below sets forth the retention rates for our commercial property management service contracts entered into with KWG Group and its joint ventures, associates or other related parties during the Track Record Period:

	Year ended December 31,			Four months ended April 30,
	2017	2018	2019	2020
<b>Retention rate<sup>(1)</sup></b>	100%	95.8% <sup>(2)</sup>	100%	100%

*Notes:*

- (1) We retained 17 out of 17 contracts in 2017, 23 out of 24 contracts in 2018, 25 out of 25 contracts in 2019, 25 out of 25 contracts in the four months ended April 30, 2020.

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- (2) In 2018, one of the commercial property projects (the “**Project**”) solely developed and owned by KWG Holdings was sold to an Independent Third Party (the “**New Owner**”). Prior to such sale, we provided commercial property management services to the Project through Ningjun Property. After such sale, a company was formed between the New Owner (owned 51% equity interest) and Ningjun Property (owned 49% equity interest) to replace Ningjun Property as the property management service provider of the Project. In light of the foregoing, we consider such project was no longer managed by our Group.

Below sets forth the renewal rates for our commercial property management service contracts entered into with KWG Group and its joint ventures, associates or other related parties during the Track Record Period:

	Year ended December 31,			Four months
	2017	2018	2019	ended April 30, 2020
<b>Expired</b>	Nil	2	1	Nil
<b>Renewed</b>	N/A	1	1	N/A
<b>Renewal Rate</b>	N/A	50%	100%	N/A

For certain commercial properties developed by KWG Group and its joint ventures, associates or other related parties and commercial properties developed by third-party property developers, we go through a tender process before being awarded commercial property management service contracts. In 2017, 2018, 2019 and the four months ended April 30, 2020, our bid win rates for commercial properties developed by KWG Group and its joint ventures, associates or other related parties were 100% (submitted two bids), n/a (no bid was submitted), n/a (no bid was submitted) and n/a (no bid was submitted), respectively. For the same periods, our bid win rates for commercial properties developed by third-party property developers were n/a (no bid was submitted), n/a (no bid was submitted), nil (we only submitted one bid in 2019 and was unsuccessful) and 50.0% (we submitted two bids in total for the four months ended April 30, 2020 and we won one of them), respectively.

### **EFFECTS OF THE COVID-19 OUTBREAK**

#### **COVID-19 Pandemic**

An outbreak of respiratory illness caused by a novel coronavirus (COVID-19), which may have first appeared in late 2019, continues to spread globally and the death toll and number of infected cases continue to rise. With an aim to contain the COVID-19 outbreak, the PRC government had imposed certain measures across the PRC including, but not limited to, the complete lock-down of Wuhan city since January 23, 2020, partial lock-down measures across various cities in the PRC, the extended shutdown of business operations, and the mandatory quarantine requirements on infected individuals and anyone deemed potentially infected.

#### ***Impact on the Macroeconomy***

To combat the COVID-19 pandemic and halt the spread the coronavirus, many countries, including China, have implemented a series of nationwide measures, such as city lockdowns, temporary operation suspension orders, travel restrictions and strict quarantine requirements. Accordingly, factories were shut down, manufacturing and services sectors were disrupted, import and export fell and stock markets declined, which have adversely affected the macroeconomic conditions.



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According to the data released by the National Bureau of Statistics on July 16, 2020, China's GDP in the first half of 2020 was RMB45,661.4 billion, representing a decrease of 1.6% from the first half of 2019. Compared with the year on year decline of 6.8% in the first quarter of 2020, the decrease narrowed by 5.2 percentage points. Since early 2020, the PRC government has introduced a series of incentive policies which had a positive impact on stabilizing the social sentiment and boosting confidence, such as (i) adopting fiscal policies (including but not limited to tax reductions, loan discounts, appropriately increasing the fiscal deficit rate, issuing special government bonds and enhancing government investment) which are anticipated to stimulate economic growth; (ii) adopting monetary policies such as increasing the amount of currency supply and lowering interest rates to increase the market liquidity, which in turn help enterprises reduce the costs in getting funds and keep their cash flow stable; and (iii) stabilizing the stock and bond markets which allows enterprises to raise funds through equity and debt, and effectively control their high levels of leverage. Therefore, we expect that with the PRC government's timely and supportive policies, China's economy will continue to grow.

Additionally, the report from the World Health Organization (WHO) dated April 5, 2020 suggested that China has moved from containment phase into the mitigation phase, indicating that the COVID-19 pandemic in China is under control. Since the second quarter of 2020, work has resumed across China. While we are not able to accurately predict the impact of this COVID-19 outbreak on China's economy for the whole year of 2020, according to economic data in June 2020, China's macroeconomy is recovering. The decline in indicators including industrial production, service production, total retail sales of consumer goods, fixed asset investment and, total value of imports and exports has significantly narrowed down in the first half of 2020 compared with the indicators in the first quarter of 2020. We believe the medium and long-term conditions of China's economy are not expected to be significantly affected if the pandemic can be further alleviated or eliminated in the short term.

### **Effects of the COVID-19 Outbreak on Our Business Operations**

As of the Latest Practicable Date, certain of the restrictive measures to combat the COVID-19 outbreak had been lifted by the PRC government. However, the outbreak is likely to have an adverse impact on the livelihood of the people in and the economy of the PRC. The property market in the PRC, may be adversely impacted due to, among others, delays in property constructions. The outlook of the property market, economy slowdown and/or negative business sentiment could potentially have an indirect impact on the property management market and our business operation and financial condition may be adversely affected in the short term. However, according to JLL, the outbreak of COVID-19 is expected to bring limited impacts to China's property management market in the long run due to the fact that (i) the size of the existing PRC property management market will unlikely be affected, as the current GFA under management and the property management fee rates will not be affected by the COVID-19 outbreak; and (ii) the property construction and sales activities were delayed as a result of the COVID-19 outbreak, but have gradually resumed to normal operation since the second quarter of 2020.

As of April 30, 2020, we managed one residential property, Yue Hu Si Ji\* (悦湖四季) in Ezhou, Hubei province with a GFA under management of approximately 63,227 sq.m., representing approximately 0.3% of our total GFA under management (including both residential and commercial properties). During the Track Record Period, revenue from the provision of property management services for Yue Hu Si Ji\* (悦湖四季) accounted for nil, nil, 0.1% and 0.2% of our total revenue generated from residential property management services, respectively. In short, our exposure in Hubei province in terms of total revenue contribution was nil, nil, 0.1% and 0.2% during

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the Track Record Period, respectively. Going forward, we anticipate that the extent of our operations in Hubei province will continue to be limited, in terms of our expected GFA under management.

There were certain confirmed cases of COVID-19 at our managed residential properties. In response to those incidents, we have tightened the sanitary and monitoring measures. To the best of our Directors' knowledge, as of the Latest Practicable Date, none of our staff was subject to the mandatory quarantine requirements who subsequently failed to report to duties. Since the outbreak of COVID-19 in late 2019 and up to the Latest Practicable Date, we had not encountered any material disruption to the services provided by our subcontractors and utilities service providers and the supply of materials from our suppliers. Our Directors consider that while the supply chains in all industries will be disrupted to a certain extent by the outbreak of COVID-19, particularly due to the prolonged suspension of business operations and the instability of workforce arising from the mandatory quarantine requirements, in view of the nature of our business, our Directors do not expect that our Group will encounter any material disruptions of our supply chain given that we do not rely on any particular service subcontractors or material suppliers and there are other readily available subcontractors and suppliers in the market as backup. In view of the foregoing, our Directors are confident that our Group can continue to provide our services and discharge our obligations under existing contracts.

The COVID-19 is more likely to affect our provision of certain value-added services and pre-sale management services. For example, in terms of value-added services, we may collect smaller amounts in temporary parking fees and common area leasing fees. In terms of pre-sale management services, we may be required to close property sales offices in order to comply with quarantine or social distancing measures. Nevertheless, with the ease of COVID-19 pandemic in China since the second quarter of 2020, our business operations resumed to normal. With the re-openings of the sales offices and additional sales offices were opened as a result of newly delivered properties, our pre-sale management services had recorded an increase in revenue for the eight months ended August 31, 2020 as compared with the same period in 2019. Our value-added services also rebounded since the second quarter of 2020 as the government loosened the restrictive measures for combating COVID-19, and our revenue generated from value-added services provided to residential and commercial properties had also recorded an increase for the eight months ended August 31, 2020 as compared with the same period in 2019 as a result of the growth of our business.

We constantly monitor the status of the COVID-19 outbreak, as well as the various regulatory and administrative measures adopted by local governments to prevent and control the pandemic. Once the situation deteriorates, we will continue to evaluate the impact of this outbreak on us and may enhance our control measures to mitigate adverse effects on our business operations, results of operations and financial position. The total GFA of residential and commercial properties delivered to us for management through bidding and fee quotation (excluding projects obtained through acquisitions) increased for the eight months ended August 31, 2020 as compared with those of the same period in 2019. In addition, our average property management fee rate remained stable for the eight months ended August 31, 2020 as compared with that for the year ended December 31, 2019. Our key financial indicators including revenue and gross profits increased, and gross profit margin and collection rate for property management fee remained stable for the eight months ended August 31, 2020 as compared with those of the same period in 2019.

Taking into account that (i) our operations in Hubei province do not constitute a significant portion of our overall business, (ii) we did not experience any labor or supplier shortages caused by the COVID-19, (iii) we expect to have sufficient working capital to satisfy our requirements for at least the next 12 months following the date of this prospectus, (iv) we did not experience, nor do we

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expect to experience, any material difficulties in collecting property management fees, and (v) our Directors are of the view that the risk of our Group having to suspend our operations is remote, we do not expect that the outbreak of the COVID-19 would have any material adverse impact on our business and results of operations for the year ending December 31, 2020.

In the unlikely event that we are forced to reduce or suspend part of our business operations, whether due to government policy or any other reasons beyond our control as a result of the COVID-19 outbreak, after estimating our existing financial resources only as of August 31, 2020 by taking into account (i) no revenue would be generated due to suspension of business; (ii) our cash and cash equivalents as of August 31, 2020; (iii) no banking facilities would be utilized; (iv) 5% of the net proceeds from the Global Offering that will be used as our general working capital, based on the Offer Price of HK\$7.56 per Offer Share, being the mid-point of the Offer Price range; (v) government subsidy in connection with COVID-19 which we could receive with a high level of certainty within the 12-month period from September 1, 2020; (vi) our prudent estimates of settlement of account receivables and payables as of August 31, 2020 based on historical settlement pattern; and (vii) our estimated net cash used in operating activities based on our existing operating scale, including estimated monthly staff costs and other related expenses to maintain our basic operations, our Directors are of the view that our Group will remain financially viable for approximately 12 months from August 31, 2020.

### **Our Contingency Plan and Response towards the COVID-19 Outbreak**

In response to the COVID-19 outbreak, we have implemented a contingency plan to minimize the disruptions that may be caused to our business operations, including identification of and discussions with various suitable service subcontractors and material suppliers which meet our demands and requirements to ensure the stability and consistency of our services, sourcing of additional quantities of materials needed for our operations to reduce any disruptions that may cause, and implementation of the flexible rotation arrangements for our staff across the PRC with an aim to control and minimize possible community transmission of COVID-19 to ensure a stable workforce available. Further, we have also adopted enhanced hygiene and precautionary measures across the properties under our management since late January 2020. These measures include (i) regularly cleaning and disinfecting the common areas in our managed properties; (ii) monitoring the medical symptoms of the visitors at our managed properties by measuring their body temperatures; (iii) requiring our staff to wear suitable protective gear such as gloves and face masks; and (iv) promoting personal hygiene among our employees as well as property owners, tenants and residents of the properties we manage. The additional costs for implementing these enhanced measures, after taking into account the medical and cleaning supplies distributed by local governments, to be approximately RMB4.1 million for the four months ended April 30, 2020. This mainly represents the material costs for masks, ethanol hand wash, disinfectants, infrared thermometers, etc. Our Directors confirm that the additional costs associated with the enhanced measures would have no significant impact on our Group's financial position for the year ending December 31, 2020. Nonetheless, the estimate was based on the widely-accepted assumption that the COVID-19 outbreak had been effectively contained in the PRC, and the actual impact caused by the COVID-19 pandemic on our business operations will depend on its subsequent development. Thus, with the risks being remote, it remains a possibility that the impact of COVID-19 pandemic on our results of operations and financial position might eventually evolve to be beyond our estimation and control. See "Risk Factors — Risks Relating to Our Business and Industry — We face certain risks associated with the outbreak of COVID-19" for details.

**Effects of the COVID-19 Outbreak on Our Business Strategies**

Headquartered in Guangzhou and deeply rooted in the Greater Bay Area, we plan to further solidify our existing market leading position in the Greater Bay Area. While the property market in the PRC may experience certain extent of impact as a result of the COVID-19 outbreak, there are reasons to believe that the market of residential property management service as well as commercial property management and operational service are able to remain stable and resilient, especially in areas with high population density and consumption power, such as Guangzhou, Shenzhen, Shanghai and Beijing. According to JLL, the revenue stream of residential properties management market remained stable during the outbreak of the COVID-19. Meanwhile, the income of commercial property management and operational service market has been affected in the short term, as some developers, owners and the property management companies decided to slashed rent and property management service fee for their tenants in order to help them out and alleviate the impact of decreased footfall and sales in brick-and-mortar stores as a result of the quarantine policies. As commercial operational service providers typically charge service fees based on a certain percentage of the rent received by the property owners, their revenue stream will inevitably be affected during the period of rent reduction. However, with the ease of pandemic and supporting policies issued by local government, the commercial properties across the country have gradually resumed normal operations with the consumer traffic and sales rebounded, and the rent reduction measures taken have gradually expired, as a result, the PRC's commercial real estate market as well as the commercial property management and operational service market are able to remain resilient in the middle and long term. Moreover, as the pandemic raises the demand for professional property management service, the market is able to remain resilient, especially in the cities of Guangzhou, Shenzhen, Shanghai and Beijing. We therefore believe that our expansion plan is feasible, and it is unlikely that we would change the use of the net proceeds from the Global Offering as disclosed in the "Future Plans and Use of Proceeds" in this prospectus as a result of the COVID-19 outbreak.

**OUR TECHNOLOGY INITIATIVES**

In order to reduce our reliance on manual labor and improve our overall competitiveness, we strive to employ technological solutions and automate our key business operations as much as possible. We aim to build smart communities by integrating various technological solutions in respect of "Smart Office Management (智慧辦公)" and "Smart Community (智慧社區)". Details of which are set forth below:

- *Smart Office Management (智慧辦公)* — We manage our financial bookkeeping through the SAP system, a business resource planning system widely adopted by top enterprises in the world. The data we collect through providing services to our customers and managing our business are processed by a business intelligence data center and uploaded to our ERP system for further analysis and management which facilitates our management in making business decisions. In addition, we have an office automation system and staff-use mobile application in place to support the daily work of our employees.
- *Smart Community (智慧社區)* — Through (i) "Traffic Management Cloud" (車管雲) which provides centralized management of parking system in our selected projects with various features such as fee payment management and car plate recognition; and (ii) cloud-technology based "Jun" surveillance (駿天眼) system, contactless elevator (感應式電梯), facial recognition and QR code entry control system, three-dimensional security system, we collect data received and manage and analyze such data at our business intelligence data center in order to improve our services. Moreover, to improve our management quality and efficiency, our facility management system essentially centralized

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the management of all of our facilities and equipment. Facility management system generates maintenance plans for the facilities under our management, and monitor the execution of such maintenance plans. Such system has enabled us to enhance our operational efficiency in facility inspection and maintenance. When our technicians have completed a scheduled inspection or maintenance, they will use their mobile application to report and upload results to the facility management system. In some of the residential properties, we use the facility remote monitoring and operation management system to monitor the operations of the facilities under our management in real time.

These technological solutions allow us to minimize human error and perform consistently with our procedures and quality standards. We also utilize our technology initiatives to evaluate our financial information to balance the pressures of ever-rising labor and subcontracting costs with the need to provide quality and efficient services. These include, among others, creating detailed cost-control plans tailored to each project, optimizing our staffing structure and schedules to ensure the greatest possible efficiency, purchasing supplies and equipment in bulk as much as possible to reduce costs and embracing energy-saving measures.

The purchases we made in connection with the development of our information technology systems and operation automation during the Track Record Period consisted of purchase of software, which amounted to nil, RMB2.7 million, nil and nil, respectively, in 2017, 2018, 2019 and the four months ended April 30, 2020.

### Mobile Applications

We provide certain services online through “CoKWG (一合)” app operated by KWG Group, to provide our residents with better customer experience and save our labor costs. Such services include:

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|---|--|
| (i) <i>Entry control</i>  | Residents may access the residential communities they live in with QR codes embedded in their CoKWG app.   |
| (ii) <i>Visitors authorization</i>  | Residents can send an invitation code to their visitors, which the visitors will be authenticated and permitted to enter the community.  |
| (iii) <i>Payment of property management service fee</i>                     | Residents or property owners can pay the property management services fees or check the details of payment history online.   |
| (iv) <i>Requests for repair and maintenance services or butler services</i> | Residents could request repair and maintenance services or butler services for their occupied units or common area. Our staff will receive the service requests on the staff-used app. Residents may monitor the status of the service request on the mobile app and rate the service quality. |



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Users of the CoKWG app are primarily property owners and residents of our managed properties. To register user accounts with comprehensive functions, property owners and residents must provide genuine identity information, including names, addresses and telephone numbers, and our staff will corroborate the information submitted against our records. Only verified registration applications will be granted member accounts with comprehensive functions.

According to the Administrative Measures on Internet Information Services (互聯網信息服務管理辦法) which was issued by the State Council on September 25, 2000 and came into effect on the same day and was revised on January 8, 2011, Internet information services refer to the provision of information to web users through the Internet, which can be divided into commercial Internet information services and non-commercial Internet services. Commercial Internet information services refer to paid services of providing information to or creating web pages for web users through the Internet. Non-commercial Internet services refer to free services of providing public, commonly-shared information to web users through the Internet. Whether a certain Internet information service is regarded as commercial or non-commercial, depends on whether the provision of Internet information is free or not. Given that (i) the functions of the mobile application we use mainly include entry control, payment of property management fees, and submission of repair and maintenance request which bring convenience to the property owners or residents; (ii) we do not charge the users any fee for using the mobile application; and (iii) the mobile application is not developed or operated by us, our PRC Legal Advisor is of the view that (i) our online services as mentioned above are regarded as “non-commercial Internet information services”; and (ii) a license for value-added telecommunication services is not necessary for us to provide non-commercial Internet information services.

### **Customer’s Data Protection**

With the consent of the customers, we only collect customer data to the extent necessary for us to provide property management services, mainly including customer name, gender, ID number, telephone number and address. We have imposed strict controls on the access to, and usage of, those data by any employee of us. Employees of any business department or branch shall sign into the data system with their respective employee ID and password. Moreover, processing, sorting, management, and use of data shall be carried out in accordance with our data privacy and data security policies. Furthermore, we classify our staff based on their positions and responsibilities and grant them different access rights so that only necessary personnel could access certain confidential information after obtaining internal approval.

We have implemented the following internal control measures to enhance information security:

- we regularly check our system logs, in which system users’ behaviors are recorded;
- we have access and control system to our computer rooms and electronic equipment, under which any unauthorized entry is not allowed;
- we organize comprehensive risk assessment of information assets and make strategies to develop internal intellectual management system on a regular basis;
- we have installed anti-virus software in our system. We upgrade such software from time to time and carry out inspections to detect virus intrusion on a regular basis. We also scan all incoming data to ensure that it is free from virus;

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- we have adopted procedures such as regular system check, password policy, user authorization and approval, data backup and data recovery test to safeguard our customer data;
- we have designated our information technology department to conduct frequent review of our digital platforms and systems to ensure that our collection, storage and use of customer data comply with our internal policies and applicable laws and regulations. Our information technology department is responsible for restricting our employees' access right to customer data; and
- we have provided training to our employees to ensure that they are aware of our internal policies in relation to customer data protection.

We retain such personal information of property owners and residents when they remain as property owners and/or residents of the properties managed by us. During the Track Record Period, we had not received any complaint or been involved in any lawsuit with respect to personal information protection. Based on the above, our PRC Legal Advisor is of the view that we are compliant with the applicable personal information protection laws and regulations in all material aspects in the PRC during the Track Record Period.

### SALES AND MARKETING

Our sales and marketing team is primarily responsible for planning and developing our overall marketing strategy, conducting market research, coordinating our sales and marketing activities to acquire new customers and maintain and strengthen our relationships with existing customers. Our headquarters manage our overall sales and marketing strategies, while our regional subsidiaries and branches oversee the implementation of our sales and marketing activities within their respective regions. In addition to maintaining long-term relationships with our major customers, we also endeavor to expand our cooperation with third-party property developers by providing customized, diversified and quality services. Furthermore, we implement various incentive measures to encourage our employees to obtain property management service contracts of properties developed by third-party developers through investigation and analysis of and communication with target customers in the real estate industry and taking advantage of our resources, including our brands, capital and expertise. In addition, we utilize various communication channels, such as WeChat public account and mini app, Weibo account and our website, to explore more opportunities to provide our services. Moreover, we provide customized products and services, tailored to the specific localities to bring convenience to local property owners and residents. We also continually seek business cooperation opportunities with third-party merchants to enhance the width and depth of our services.



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### CUSTOMERS

#### Overview

We have a large, growing and loyal customer base primarily consisting of property developers, property owners, property owners' associations, tenants and residents. We have established stable business relationships with most of our major customers for approximately 16 years. The table below sets forth the types of our major customers for each of our two business lines.

<u>Business Line</u>	<u>Major Customers</u>
Residential property management services	Property developers, property owners, property owners' associations and residents
Commercial property management and operational services	Property developers, property owners and tenants

In 2017, 2018, 2019 and the four months ended April 30, 2020, revenue generated from sales to our five largest customers amounted to RMB150.0 million, RMB292.3 million, RMB552.9 million and RMB221.9 million, respectively, accounting for 32.4%, 44.4%, 49.2% and 51.9% of our total revenue, respectively. In 2017, 2018, 2019 and the four months ended April 30, 2020, revenue generated from services provided to our largest customer, KWG Group, its joint ventures, associates or other related parties, amounted to RMB146.4 million, RMB273.9 million, RMB528.2 million and RMB214.2 million, respectively, accounting for 31.5%, 41.6%, 47.0% and 50.1% of our total revenue, respectively.

From 2017 to 2019, the amount of revenue generated from services provided to KWG Group and its joint ventures, associates or other related parties increased at a CAGR of approximately 89.9%, which was higher than the rate of increase in the amount of revenue generated from services provided to Independent Third Party customers during the same period, which represented a CAGR of approximately 37.2%, thus diluting the percentage of revenue generated from services provided to independent third party customers. The rapid increase in the amount of revenue generated from services provided to KWG Group and its joint ventures, associates or other related parties was mainly attributable to the facts that (i) we provided commercial operational services to KWG Group and its joint ventures, associates or other related parties with respect to four newly opened shopping malls in 2018; (ii) our revenue generated from pre-sale management services provided to KWG Group and its joint ventures, associates or other related parties increased as the number of properties delivered by them increased over the years; and (iii) in 2019, we diversified our community value-added services to include property agency services provided to property developers, which consist of KWG Group and its joint ventures, associates or other related parties for their newly developed properties.

Notwithstanding the contribution by KWG Group and its joint ventures, associates or other related parties to our revenue during the Track Record Period, given that (i) the amount of revenue of our Group generated from services provided to Independent Third Party customers during the Track Record Period was in an increasing trend; and (ii) our continuous effort to secure new engagements with third-party property developers through acquisitions or sourcing of external projects, we believe that going forward, we will be able to reduce reliance on KWG Group and its joint ventures, associates or other related parties. See "Waivers from Strict Compliance with the Requirements under the Listing Rules — Post-Track Record Period Acquisitions", "Future Plans

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and Use of Proceeds — Use of Proceeds” and “Summary — Recent Developments and No Material Adverse Change — Recent Developments of Our Property Management Services and Commercial Operational Services” for details.

Other than our largest customer, all other customers among the five largest customers during the Track Record Period were Independent Third Parties. As of the Latest Practicable Date, we were not aware of any information or arrangements which would lead to cessation or termination of our relationships with any of our five largest customers during the Track Record Period. As of the Latest Practicable Date, none of our Directors, Shareholders, members of senior management, the close associates of the aforementioned or any other member of our Group who owned more than 5% of our issued share capital held any interest in any of our five largest customers other than KWG Group and its associates. For more information, see “Connected Transactions”, “Relationship with Controlling Shareholders” and “Risk Factors — Risks Relating to our Business and Industry — A substantial portion of our revenue is generated from property management services we provide in relation to KWG Group’s property development projects and a significant portion of our revenue is generated from KWG Group and its joint ventures, associates and other related parties as the ultimate paying customers.” During the Track Record Period, other than KWG Group, none of our major customers was also our supplier.

### Our Top Five Customers

The following table sets forth details of our top five customers in 2017.

<u>Rank</u>	<u>Customer</u>	<u>Background and principal business</u>	<u>Service provided by us</u>	<u>Year of commencement of business relationship</u>	<u>Payment terms</u>	<u>Payment method</u>	<u>Revenue</u> <i>RMB'000</i>	<u>Percentage of total revenue</u> %
1.	KWG Group and its joint ventures	A major real estate developer in China	Residential and commercial property management services, commercial operational services	2004	By quarter/ month	Bank transfer	146,445	31.5
2.	Customer A	A local bank based in Guangzhou	Commercial property management services	2009	By quarter	Bank transfer	1,402	0.3
3.	Customer B	A local bank based in Guangzhou	Commercial property management services	2008	By quarter	Bank transfer	736	0.2
4.	Customer C	A local bank based in Guangzhou	Commercial property management services	2007	By month	Bank transfer	726	0.2
5.	Customer D	A local property developer based in Foshan	Commercial property management services	2017	By month	Bank transfer	723	0.2
<b>Total</b>							<u>150,032</u>	<u>32.4</u>

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The following table sets forth details of our top five customers in 2018.

Rank	Customer	Background and principal business	Service provided by us	Year of commencement of business relationship	Payment terms	Payment method	Revenue <i>RMB'000</i>	Percentage of total revenue %
1.	KWG Group and its joint ventures, associates	A major real estate developer in China	Residential and commercial property management services, commercial operational services	2004	By quarter/ month	Bank transfer	273,945	41.6
2.	Customer E	A local wholesaler based in Shanghai	Commercial property management services	2017	By month	Bank transfer	13,282	2.0
3.	Customer F	A local consulting firm based in Shanghai	Commercial property management services	2018	By month	Bank transfer	2,517	0.4
4.	Customer A	A local bank based in Guangzhou	Commercial property management services	2009	By quarter	Bank transfer	1,402	0.2
5.	Customer G	A local entertainment service provider	Commercial property management services	2017	By month	Bank transfer	1,201	0.2
<b>Total</b>							<u>292,347</u>	<u>44.4</u>

The following table sets forth details of our top five customers in 2019.

Rank	Customer	Background and principal business	Service provided by us	Year of commencement of business relationship	Payment terms	Payment method	Revenue <i>RMB'000</i>	Percentage of total revenue %
1.	KWG Group and its joint ventures, associates and other related parties	A major real estate developer in China	Residential and commercial property management services, commercial operational services	2004	By quarter/ month	Bank transfer	528,159	47.0
2.	Customer E	A local wholesaler based in Shanghai	Commercial property management services	2017	By month	Bank transfer	13,303	1.2
3.	Customer H	A local property developer based in Guangzhou	Residential property management services	2016	By month	Bank transfer	4,228	0.4
4.	Customer I	A local property developer based in Foshan	Residential property management services	2017	By month	Bank transfer	3,651	0.3
5.	Customer F	A local consulting firm based in Shanghai	Commercial property management services	2018	By month	Bank transfer	3,554	0.3
<b>Total</b>							<u>552,895</u>	<u>49.2</u>

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The following table sets forth details of our top five customers for the four months ended April 30, 2020.

Rank	Customer	Background and principal business	Service provided by us	Year of commencement of business relationship	Payment terms	Payment method	Revenue <i>RMB'000</i>	Percentage of total revenue %
1.	KWG Group and its joint ventures, associates and other related parties	A major real estate developer in China	Residential and commercial property management services, commercial operational services	2004	By quarter/ month	Bank transfer	214,212	50.1
2.	Customer E	A local wholesaler based in Shanghai	Commercial property management services	2017	By month	Bank transfer	4,434	1.0
3.	Customer J	A local property developer based in Guangzhou	Commercial property management services	2016	By month	Bank transfer	1,216	0.3
4.	Customer H	A local property developer based in Guangzhou	Residential property management services	2016	By month	Bank transfer	1,127	0.3
5.	Customer K	A local property developer based in Guangzhou	Commercial property management services	2017	By month	Bank transfer	917	0.2
<b>Total</b>							<u>221,906</u>	<u>51.9</u>

## SUPPLIERS

### Overview

We have established stable and long-term business relationships with most of our major suppliers. The table below sets forth the types of our major suppliers for each of our two business lines:

<u>Business Line</u>	<u>Major Suppliers</u>
Residential property management services	Subcontractors providing cleaning, gardening, and repair and maintenance services
Commercial property management and operational services	Subcontractors providing cleaning, gardening, and repair and maintenance services

In 2017, 2018, 2019 and the four months ended April 30, 2020, purchases from our five largest suppliers accounted for 13.3%, 11.9%, 13.5% and 14.5%, respectively, of our total cost of sales. For the same periods, cost of sales from our single largest supplier accounted for 3.3%, 3.7%, 3.3% and 4.2%, respectively, of our total cost of sales.

Except for KWG Group, all other suppliers among the five largest suppliers during the Track Record Period were Independent Third Parties. We did not experience any material delay, supply shortages or disruptions in our operations relating to our suppliers, or any material claims attributable to our suppliers. As of the Latest Practicable Date, none of our Directors, their close associates or any Shareholders who, to the knowledge of our Directors, owned more than 5% of our issued share capital, had any interest in any of our five largest suppliers other than KWG Group. We do not have any long-term agreements with our five largest suppliers. We typically enter into agreements up to two years with our suppliers and renew them on an annual basis. During the Track Record Period, other than KWG Group, none of our major suppliers was also our customer.

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Our suppliers (other than KWG Group) generally grant us credit terms from 0 to 90 business days and payment to our suppliers is typically settled by bank transfers.

### Our Top Five Suppliers

The following table sets forth details of our top five suppliers in 2017.

Rank	Supplier	Background and principal business	Our purchases	Year of commencement of business relationship	Payment terms	Payment method	Cost of sales <i>RMB'000</i>	Percentage of total cost of sales %
1	Supplier A	Elevator manufacturing and maintenance company based in Guangzhou	Elevator maintenance	2014	By quarter	Bank transfer	11,819	3.3
2	Supplier B	Greening, cleaning and environmental service company based in Guangzhou	Cleaning	2010	By month	Bank transfer	11,388	3.2
3	Supplier C	Building cleaning and environmental service company based in Shenzhen	Cleaning	2011	By month	Bank transfer	8,833	2.5
4	KWG Group	A major real estate developer in China	Carparks leasing	2016	By year	Bank transfer	8,685	2.4
5	Supplier D	Pest control, building cleaning and environmental service company based in Guangzhou	Cleaning	2006	By month	Bank transfer	6,864	1.9
<b>Total</b>							<b>47,589</b>	<b>13.3</b>

The following table sets forth details of our top five suppliers in 2018.

Rank	Supplier	Background and principal business	Our purchases	Year of commencement of business relationship	Payment terms	Payment method	Cost of sales <i>RMB'000</i>	Percentage of total cost of sales %
1	Supplier B	Greening, cleaning and environmental service company based in Guangzhou	Cleaning	2010	By month	Bank transfer	17,386	3.7
2	Supplier A	Elevator manufacturing and maintenance company based in Guangzhou	Elevator maintenance	2014	By quarter	Bank transfer	11,916	2.5
3	KWG Group	A major real estate developer in China	Carparks leasing	2016	By year	Bank transfer	10,378	2.1
4	Supplier E	Cleaning, pest control service company based in Shenzhen	Cleaning	2011	By month	Bank transfer	9,565	2.0
5	Supplier D	Pest control, building cleaning and environmental service company based in Guangzhou	Cleaning	2006	By month	Bank transfer	7,530	1.6
<b>Total</b>							<b>56,775</b>	<b>11.9</b>

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The following table sets forth details of our top five suppliers in 2019.

Rank	Supplier	Background and principal business	Our purchases	Year of commencement of business relationship	Payment terms	Payment method	Cost of sales <i>RMB'000</i>	Percentage of total cost of sales %
1	Supplier E	Cleaning, pest control service company based in Shenzhen	Cleaning	2011	By month	Bank transfer	23,074	3.3
2	Supplier B	Greening, cleaning and environmental service company based in Guangzhou	Cleaning	2010	By month	Bank transfer	20,461	2.9
3	Supplier A	Elevator manufacturing and maintenance company based in Guangzhou	Elevator maintenance	2014	By quarter	Bank transfer	18,483	2.6
4	Supplier F	Greening, cleaning and environmental service company based in Chengdu	Cleaning	2018	By month	Bank transfer	17,105	2.4
5	KWG Group	A major real estate developer in China	Carparks leasing and information technology services	2016	By year	Bank transfer	16,034	2.3
<b>Total</b>							<u>95,157</u>	<u>13.5</u>

The following table sets forth details of our top five suppliers for the four months ended April 30, 2020.

Rank	Supplier	Background and principal business	Our purchases	Year of commencement of business relationship	Payment terms	Payment method	Cost of sales <i>RMB'000</i>	Percentage of total cost of sales %
1	Supplier E	Cleaning, pest control service company based in Shenzhen	Cleaning	2011	By month	Bank transfer	10,889	4.2
2	Supplier B	Greening, cleaning and environmental service company based in Guangzhou	Cleaning	2010	By month	Bank transfer	9,178	3.5
3	Supplier G	Greening, cleaning and pest control service company based in Guangzhou	Cleaning	2018	By month	Bank Transfer	7,215	2.8
4	Supplier A	Elevator manufacturing and maintenance company based in Guangzhou	Elevator maintenance	2014	By quarter	Bank transfer	6,110	2.3
5	KWG Group	A major real estate developer in China	Carparks leasing and information technology services	2016	By year	Bank transfer	4,409	1.7
<b>Total</b>							<u>37,801</u>	<u>14.5</u>

## **SUBCONTRACTING**

We delegate certain labor-intensive services and specialized services, primarily including cleaning, security, gardening, and repair and maintenance services, to subcontractors, which enables us to reduce our operating costs, improve service quality and dedicate more resources to management and other value-added services. We believe such arrangements allow us to leverage the human resources and technical expertise of the subcontractors, reduce our labor costs and enhance the overall profitability of our operations. In 2017, 2018, 2019 and the four months ended April 30, 2020, our subcontracting costs amounted to RMB49.3 million, RMB78.6 million, RMB120.6 million and RMB48.6 million, respectively, representing 13.7%, 16.5%, 17.1% and 18.7%, respectively, of our total cost of sales. All of the subcontractors during the Track Record Period were Independent Third Parties. We did not experience any material delay, supply shortages or disruptions in our operations relating to our subcontractors, or any material claims attributable to our subcontractors.

### **Selection and Management of Subcontractors**

We aim to create and maintain an effective and comprehensive system for subcontractor management. We constantly monitor and evaluate the subcontractors on their ability to meet our requirements. To ensure the overall quality of our subcontractors, we maintain a list of qualified subcontractors, the selection of which are based on factors including, among others, their background, qualifications and past performance in providing subcontracted services to us.

We select suppliers from the pool of qualified suppliers and send invitations for bids to at least three suppliers for all procurements. We assess the bids by considering a wide range of factors, including price, quality and delivery time of their products or services. After a selected supplier commences to provide the products or services, we regularly review its performance on an annual basis. If a supplier does not meet our standard in a given year, it will be removed from our qualified supplier list and will not be allowed to participate in the selection process in the subsequent year.

### **Key Terms of Our Subcontracting Agreements**

Our subcontracting agreements typically include the following key terms:

- *Term.* Such agreements are typically signed for six-month to two-year term and may be renewed by mutual consent. After expiration of the contract, we will consider re-engaging the subcontractors based on the quality of their services or undergo our standard selection process to engage new subcontractors.
- *Service scope and standards.* The subcontracting agreement would set forth the scope and expected standards of the subcontractor's services, including the areas to which the sub-contracting services relate. For subcontracting agreements in relation to services such as repair and maintenance of elevators and fire extinguishing systems, we may specify our expected standards as to their conditions and the types of inspections we require. We also require our subcontractors to adhere to our internal policies, such as those to do with quality standards, safety, reporting times, uniforms and etiquette guidelines.



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- *Our rights and obligations.* Generally, we have the right to supervise and evaluate our subcontractors. We are also responsible for providing them with the necessary support for the completion of their services. We generally pay subcontracting fees on a monthly or quarterly basis, depending on what is agreed on in the contract. We are entitled to impose fines or deduct subcontracting fees if our subcontractors fail to adhere to our performance scope and standards.
- *Rights and obligations of subcontractors.* Our subcontractors are responsible for obtaining all licenses, permits and certificates necessary for conducting their business operations in accordance with applicable laws and regulations. They also undertake to provide their services in accordance with the scope, frequency and standards of quality prescribed in the relevant subcontracting agreements. In certain circumstances, if the subcontractors need to engage other third parties to perform part of the duties under the subcontracting agreement, they shall seek our written approval before doing so.
- *Risk allocation.* Our subcontractors manage their own employees, with whom we have no employment relationship. Our subcontractors are responsible for compensating their own employees who suffer personal injuries or property damage in the course of providing the contracted services. They are also responsible for personal injuries or property damage caused by their employees in the course of providing the contracted services.
- *Subcontracting fees.* Subcontracting fees are typically payable monthly, including costs incurred in connection with the procurement of materials, labor costs, equipment maintenance costs, insurance costs, tax expenses and other miscellaneous costs incurred by the subcontractors.
- *Procurement of raw materials.* Our subcontractors will generally procure their own tools and other raw materials required for providing their contracted services.
- *Termination.* We monitor and assess the performance of subcontractors regularly. Generally, we have the right to terminate the contract if our subcontractors, among others, fail to adhere to their obligations or make repeated mistakes. Proposals to renew the contract are generally made in writing 30 days before the contract expires.

### QUALITY CONTROL

We prioritize quality in our services and believe that quality control is crucial to the long-term success of our business. Our technological implementation department is primarily responsible for overseeing our business operations to do with quality control, focusing on maintaining standards of quality, standardizing our internal policies and procedures and monitoring adherence to those standards.

#### Quality Control over Our Services

We conduct our operations in accordance with the standards represented by our ISO9001:2015 certification, which we first obtained from Zhongjian Certification Co., Ltd. on September 13, 2018. Our current certification is valid from September 13, 2018 through September 12, 2021. We have established a system for monitoring the quality of our services, which includes multiple sets of standardized internal policies and procedures. For example, we require our employees and subcontractors to complete inspection checklists after each round of scheduled inspections, recording their observations and updates as to the property's conditions. We also have guidance

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pamphlets on how to conduct certain aspects of our business operations, such as how to organize social events as part of our community value-added services, how to clean areas such as offices, bathrooms, elevators and carpets and how to maintain and operate technical facilities such as elevator systems and fire-extinguishing equipment.

### **Quality Control over Subcontractors**

We typically set forth expected standards of quality in our subcontracting agreements. We regularly evaluate the performance of our subcontractors and may require that they take appropriate and necessary rectification measures for incidents of substandard performance. We reserve the right to impose fines, deduct subcontracting fees or even terminate the contract if our subcontractors fail to perform in accordance with our standards of quality, and decide whether to renew subcontracting agreements based on the outcome of our evaluations. For more information, see “— Subcontracting — Selection and Management of Subcontractors” and “— Subcontracting — Key Terms of Our Subcontracting Agreements.”

### **Feedback and Complaint Management**

During the ordinary course of our business, we seek and receive customer feedback and complaints about our services. Customers may provide us with feedback and complaints by dialing our national service hotline or by communicating with employees stationed at our property management projects. Customer feedback and complaints may relate to, for example, substandard services by our subcontractors and loss or damage to property.

We have established internal policies and procedures for responding to and recording customer feedback and complaints, and following up with our customers for reviews on our responses. These internal policies and procedures are applicable across all of our property management projects. We require our employees to record all customer feedback and complaints into our centralized customer service management system. They are also required to obtain the customer’s contact information and follow up on the case promptly. All instances of contact with the customer must be recorded and filed in written and photographic form. Employees responsible for the case must make constructive contact with the customer until it has been resolved.

Our headquarters will follow up with our customers for reviews on our responses the day after conclusion of the case. If our customers express dissatisfaction with how their feedback or complaints were handled, then our headquarters will request our employees to revisit the case. In designing such a feedback and complaint management system, we seek to maintain the trust and confidence of our customers.

## **INTELLECTUAL PROPERTY**

We believe that intellectual property rights are critical to our continued success. We primarily rely on the applicable laws and regulations on trademarks, trade secrets as well as confidentiality agreements to protect our intellectual property rights. As of the date of this prospectus, we owned one copyright. We had 31 registered trademarks in the PRC, three registered trademarks in Hong Kong, 26 ongoing trademark applications in the PRC and one domain name that we believe are material to our business as of the date of this prospectus. For more information about our registered intellectual property and intellectual property applications, see “Appendix IV — Statutory and General Information — B. Further Information about Our Business — 2. Intellectual Property Rights of Our Group.”

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As of the Latest Practicable Date, we were not aware of (i) any infringement which could have a material adverse effect on our business operations by us against any intellectual property rights of any third party or by any third party against any of our intellectual property rights; or (ii) any disputes with third parties with respect to intellectual property rights.

### AWARDS

The following table sets forth a selection of the notable awards and accreditations we received as of the Latest Practicable Date:

<u>Year of award or recognition</u>	<u>Name of award or recognition</u>	<u>Awarding entity</u>
2017–2020	Top 100 Property Management Company in China (中國物業服務百強企業)	CIA
2017–2020	Top 100 China Leading Property Management Companies in terms of Service Quality (中國物業服務百強服務質量領先企業)	CIA
2018–2020	Leading Property Management Companies in China in terms of Characteristic Service (中國特色物業服務領先企業)	CIA
2019	Outstanding Enterprise in Application of Smart Technology (2019年度智能化應用優秀企業)	Guangzhou Property Management Industry Association (廣州市物業管理行業協會)
2019	Top 10 Property Management Company in Guangdong Province in terms of Customer Satisfaction (廣東省物業服務滿意度十佳企業)	Guangdong Province Urban Community Building Studies (廣東省城市社區建設研究會) and Guangdong Province Research Team for Customer Satisfaction on Property Management Service (廣東省物業服務滿意度調研組)
2019	Mall China Golden Mall Awards 2019 Excellence Management Company Award (中購聯2019年度購物中心行業優秀管理公司獎)	China Shopping Center Development Association of Mall China (中購聯購物中心發展委員會)
2019	China Experience Commercial Real Estate Pilot Award (2019中國體驗式商業地產「領航獎」)	Winshang.com (贏商網)

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<u>Year of award or recognition</u>	<u>Name of award or recognition</u>	<u>Awarding entity</u>
2020	2020 Top 100 Commercial Property Companies in China (awarded together with the KWG Group) (2020中國商業地產百強企業) (Ranked 8th)	CIA
2020	2019 High Growth Commercial Property Enterprise of the Year Award (2019年度高成長商業地產企業)	Linkshop.com (聯商網)

### COMPETITION

According to JLL, the PRC property management industry is fragmented and competitive, with approximately 130,000 property management service providers in the industry in 2019. Moreover, the increasing market concentration rate indicates a fiercer competition in the industry. According to CIA, the market share of top 100 PRC property management companies has experienced a steady increase from 19.5% in 2014 to 43.61% in 2019. The average GFA managed by the top ten PRC property management companies is about five times of the average GFA managed by the top 100 PRC property management, reaching approximately 0.2 billion sq.m.

In the sub-markets for specific property types, the competition is also fierce. Specifically, the residential property management market has around 114,000 participants. As estimated, the market share of the top five PRC property management companies in residential property management service market reached 9.1% in 2019 while their market share of overall property management market was only 7.5%. Meanwhile, the market share of top five PRC property management companies in the commercial property management and operational service market was around 13.9% in 2019. It is partly contributed by the fact that there are fewer participants in the respective sub-sector. In addition, companies may also specialize in managing specific types of properties, and they normally have larger shares in those sub-markets.

### ENVIRONMENTAL AND SOCIAL MATTERS

We are subject to PRC laws on labor, safety and environmental protection issues and regularly provide workplace safety training to our employees to enhance their work safety awareness. See “—Employees” in this section. During the Track Record Period, we conducted our operations in accordance with standards represented by ISO 45001:2018 certification, which we first obtained from Zhongjian Certification Co., Ltd. on July 31, 2019. Our current certification is valid from July 31, 2019 through July 30, 2022. During the Track Record Period, we did not experience any material accidents involving personal injury or property damage.

We have adopted policies on compensation and dismissal, equal opportunities, diversity, anti-discrimination and other benefits and welfare.

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We consider the protection of the environment to be important and have implemented measures in the operation of our businesses to ensure our compliance with all applicable requirements. Given the nature of our operations, we do not believe we are subject to material environmental liability risk or compliance costs. During the Track Record Period and up to the Latest Practicable Date, we were not subject to any material fines or penalties for non-compliance of PRC environmental laws, nor were we subject to any material administrative penalties in relation to violations of PRC environmental laws.

### EMPLOYEES

We believe that the expertise, experience and professional development of our employees contribute to our growth. Our human resources department manages, trains and hires employees.

As of April 30, 2020, we had a total of 6,863 full-time employees in China. The following table sets forth the number and breakdown of our full-time employees by function:

	<u>Number of employees</u>	<u>% of total</u>
Headquarters	109	1.6
Finance department	180	2.6
Human resources and administration department	103	1.5
Information technology department	19	0.3
Commercial property business department	1,049	15.3
Residential property business department	<u>5,403</u>	<u>78.7</u>
<b>Total</b>	<u><u>6,863</u></u>	<u><u>100.0</u></u>

The following table sets forth a breakdown of our full-time employees by geographical location as of April 30, 2020:

	<u>Number of employees</u>	<u>% of total</u>
Greater Bay Area	2,933	42.7
Yangtze River Delta	1,756	25.6
Midwest China and Hainan	1,772	25.8
Bohai Economic Rim	<u>402</u>	<u>5.9</u>
<b>Total</b>	<u><u>6,863</u></u>	<u><u>100.0</u></u>

As of the Latest Practicable Date, our employees at certain of our subsidiaries had formed labor unions. Our employees do not negotiate their terms of employment through the labor unions or by ways of collective bargaining agreements. During the Track Record Period and up to the Latest Practicable Date, we did not experience any material strikes or material labor disputes with our employees, nor did we receive any complaints, notices or orders from relevant government authorities or third parties that may have a material adverse effect on our business, financial position and results of operations.

### **Dispatched Staff**

Pursuant to the Interim Provisions on Labor Dispatch (勞務派遣暫行規定) (the “**Interim Provisions**”) which came into effect on March 1, 2014, an employer shall strictly control the number of dispatched staff to make sure that it does not exceed 10% of the total number of its workers. In the event of violation of the Interim Provisions, the relevant labor department would order the violating company to rectify such violation. If the violating company does not rectify within a prescribe period, it will be imposed a fine of RMB5,000 to RMB10,000 for each person over the limit.

Historically, a certain percentage of the total number of our workers at one of our subsidiaries were dispatched staff that we hired above the threshold of 10% as required by the Interim Provisions. These dispatched staff were mainly hired for positions with supporting nature.

As advised by our PRC Legal Advisor, if we are requested by the relevant labor department to rectify, and we successfully rectify within the prescribed period, the risk of us being subject to administrative fine is low. To rectify such situation, we are in the process of bringing the number of dispatched staff within the limit allowed by the Interim Provisions by subcontracting the services provided by dispatched staff to third-party service providers. As of July 15, 2020, we had completed the rectification process and brought the dispatch staff level within the limit prescribed by the Interim Provisions. We have also implemented certain internal control measures such as preparing a control list to monitor the proportion of dispatched staff and such list will be submitted to the head of human resource department of the subsidiary each month for review. Based on the above, our Directors are of the opinion that such incident will not have a material adverse impact on our business or results of operations.

### **Social Insurance and Housing Provident Fund Contributions**

During the Track Record Period, we did not register for and/or make full contributions to social insurance and housing provident funds for certain employees primarily because some of our employees declined to make their social insurance and housing provident fund contributions of their own accord.

Under the Regulations on Administration of Housing Fund (住房公積金管理條例), (i) for housing provident fund registrations that we fail to complete before the prescribed deadlines, we may be subject to a fine ranging from RMB10,000 to RMB50,000 for each non-compliant subsidiary or branch and (ii) for housing provident fund contributions that we fail to pay within the prescribed deadlines, we may be subject to any order by the relevant people’s court to make such payments. According to the Social Insurance Law of the PRC (中華人民共和國社會保險法), for outstanding social insurance fund contributions that we did not fully pay within the prescribed deadlines, we may be subject to a penalty rate of 0.05% compounded daily from the date the relevant contributions became payable. If payment is not made within the prescribed period, we may be liable to a fine of one to three times the outstanding contribution amount. Based on the outstanding amount of our social insurance contribution of RMB14.5 million as of April 30, 2020, the potential maximum fine which may be imposed on us if we fail to make required payment within the prescribed period as required by the government equals to three times of the outstanding amount of our social insurance contribution.

We made provisions in the amounts of RMB2.5 million, RMB5.5 million, RMB6.4 million and RMB2.2 million on our financial statements in respect of such potential liabilities in 2017, 2018, 2019 and the four months ended April 30, 2020, respectively, for certain of our PRC subsidiaries.



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For the most of the PRC subsidiaries and branch offices we have obtained written confirmations from local social insurance and housing provident fund authorities (being the social insurance department and housing provident fund management center at city or district level), each stating that: (i) the social insurance and housing fund contributions was made by relevant subsidiary branch office; and (ii) no administrative penalty has been imposed. Our PRC Legal Advisor is of the view that the relevant confirmations were issued by the competent authorities.

Our Directors are of the view that no provision is required to be made in respect of the remaining PRC subsidiaries and branch offices, based on (i) written confirmations from local social insurance and housing provident fund authorities as stated above; (ii) their assessment of various factors including the nature and amount of the non-compliance; (iii) the indemnity from our Controlling Shareholders in favor of our Group in respect of non-compliance; and (iv) as of the Latest Practicable Date, we had not received any notification from relevant PRC authorities alleging that we had not fully contributed to the social insurance premiums and housing provident funds and demanding payment of the same before a stipulated deadline. As of the Latest Practicable Date, we were also not aware of any complaints from relevant PRC authorities made by our employees or demands from our employees for payment of social insurance premiums and housing provident fund contributions, nor had we received any legal documentation from the labor arbitration tribunals or the PRC courts regarding material disputes in this regard. Nevertheless, in the event that we are required by the relevant authorities to make full contributions, we will proceed accordingly.

In addition, we have implemented relevant internal controls to ensure that we will make full contributions in relation to the social insurance and housing provident funds. We have established internal policy about social insurance and housing provident fund under Labor Law of the PRC and related regulations to monitor our compliance with such laws and regulations. We will review the calculation result of social insurance and housing provident funds for all eligible employees and periodically communicate with local human resources, social insurance bureau and housing fund management center on a regular basis, to ensure we acquire the most updated information about the relevant laws and regulations.

In view of the above, our PRC Legal Advisor is of the view that the risk of us being penalized for our aforementioned failure to register for and/or make full contributions to the social insurance and housing provident funds for our employees is low, while our Directors are of the view that it will not have a material adverse effect on our business operations and nor will such events constitute a material legal obstacle for the Listing.

### **Recruiting**

We adopt a “Talent First” approach to human resource management, meaning that we are committed to attracting the best and brightest to our talent pool. As part of our efforts to recruit the best of our industry, we have established detailed sets of internal policies and procedures to guide each stage of our efforts. For example, we have guidelines on who are the appropriate interviewers for particular positions, how to conduct our interviews, standardized interview procedures and interview questions.



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We also evaluate our recruitment procedures and job descriptions regularly. While we have determined the qualifications and traits desirable in ideal candidates for various management levels and positions, we strive to recruit candidates that are compatible with us in terms of work ethic and corporate culture as well. Our recruitment process primarily includes the following stages:

- *Issue job posting.* Departments in need will apply to recruit for their vacancies. Our recruitment personnel in the human resources department will then issue job postings with descriptions of our required qualifications on various internal and external platforms. Such platforms may include online and offline channels such as our internal talent acquisition system, our official WeChat account, posters and online job banks. We also have a program for rewarding employees who have successfully referred candidates to us.
- *Review resumes.* Our human resources department and the department(s) in need will review applications and resumes with reference to our internal guidelines.
- *Interviews.* We will select applicants from the pool of resumes for interviews. We conduct one to two rounds of interviews with candidates.
- *Internal evaluation.* Once we select our candidates, we set their salaries with a view to our budget and their individual qualifications. We also begin internal review and approval procedures by relevant levels of management for hiring new employees. We will conduct background searches for candidates competing for managerial or higher positions.
- *Hiring.* We will issue offer letters and assist candidates who accept with the necessary paperwork and orientation procedure.

### **Corporate Culture**

We have built a corporate culture around the core value of “care (用心).” We strive to treat our customers with care, treat our employees with care, and treat the society with care. We carry out our work based on such core value. For example, we hold various employee activities and welfare events from time to time. We also hold various charity events with an aim to give back to the community.

### **Training and Development**

We perceive our employees as key to our service quality and customer experience. As part of our long-term efforts to retain and motivate talent, we offer our employees career advancement prospects and training in professional skills necessary to our business. We provide our employees with comprehensive trainings. Our employees can also access the virtual courses we offer through our internal online learning platform “KWG Business School” (合景商學院) even during the outbreak of COVID-19.

Additionally, we provide training programs regularly and across management levels, designing them with a view to our business needs and long-term strategies. We draw up course curriculums for our employees covering key areas in our business operations, including but not limited to our corporate culture and policies, technical knowledge required for certain positions, leadership skills, workplace safety training and general knowledge about the nature of our services.

### *Our Training Programs*

We have multiple training programs tailored to different levels of employment. The details of these programs are as follows:

- “*Leader Program*” (領袖計畫). We target our Leader Program toward senior management. We hold internal workshops and symposiums which aim at broadening the perspectives of these senior management personnel and strengthening our overall management quality.
- “*Pilot Program*” (領航計畫). We target our Pilot Program toward mid-level management personnel. We provide advanced courses and hold several training camps in a given year, in addition, we give the participants multiple challenging missions with an aim to train them into project general managers.
- “*Excellence Program*” (領英計畫). We target our Excellence Program toward management trainees. We provide comprehensive professional courses and encourage the participants to interact and communicate with people in the same industry in order to discover and absorb new industry-related information.
- “*New Force Program*” (新力量計畫). We target our New Force Program toward new recruits and entry-level employees with outstanding academic profiles. We offer them with online and offline training lessons, case studies and opportunities to rotate through different departments, which we believe may help the participants to develop all-around skills.

We have woven into our training programs mentorship, assessment, feedback and evaluation procedures for our employees to facilitate their growth and development. We believe that our training programs, combined with on-the-job learning, facilitate advancement of our employees.

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### OUR CASH MANAGEMENT POLICY

We have a bank account and cash management system to manage our cash inflows and outflows, applicable to all of our subsidiaries and branch offices in their ordinary course of business. Generally, we encourage our subsidiaries and branch offices to settle their transactions through bank transfers to lower the risks in relation to managing cash.

<u>Cash flow transactions</u>	<u>Cash handling policies and internal control measures</u>
Cash inflow in relation to payments of property management fees, deposits, rent or service fees from our customers	We have cashiers or customer service personnel specifically responsible for cash collection. They will verify that the cash collected is the correct amount prior to issuing receipts. We require that all cash collections be recorded and pass such records to the relevant supervisors by end of the week.
Cash outflow in relation to refunding deposits or service fees to our customers	We issue refund bills to customers entitled to refunds. Such customers will present their refund bills to our cashiers or customer service personnel, who will verify their authenticity before issuing the refund. Customers who lose their refund bills may file the loss by completing forms and undergoing identity verification procedures.  We allow customers to authorize a representative to collect the refund for them if they cannot do so in person. Authorized representatives are required to undergo identity verification procedures. Prior to processing any refund bills our cashiers and customer service personnel must sign and confirm, and record all reasons for making refunds.
Cash inventory and deposits	For our subsidiaries or branch offices, they are not allowed to keep more than RMB10,000 on hand. We require that excess amounts be deposited into the bank accounts of our subsidiaries and branch offices within the day they are received. Our employees are expected to check cash balances in inventory on a daily basis, and we will assign accounting personnel to check cash balances and relevant records from time to time on ad-hoc basis. Our accounting personnel will report, analyze and resolve discrepancies or other issues they discover and record the results of their findings.

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### Cash flow transactions

Cash transfers to our centralized bank account or the bank accounts of our subsidiaries and branch offices

Cash transfers out of our centralized bank account or the bank accounts of our subsidiaries and branch offices

Opening of and managing bank accounts of our subsidiaries and branch offices

### Cash handling policies and internal control measures

We receive cash through methods such as cheques, credit or debit card payments or bank transfers. Our employees are required to verify that key payment and other details of cheques received are in good order. They are also required to timely file all proofs of payment.

We make cash payments generally through bank transfers or issuing cheques. We designate specific personnel to keep blank chequebooks and issue cheques for our business. They are required to report any missing chequebooks or single cheques with our banks as soon as possible, and to keep detailed records of issued cheques including details such as issuing times, cheque numbers, amounts and payment reasons. It is also our policy to keep records of unissued cheques, including those on which our personnel have made clerical errors.

Our subsidiaries and branch offices must adhere to our internal policies and procedures in relation to the opening of bank accounts. They are required to complete an application form before opening any bank accounts. Our subsidiaries and branch offices are required to reconcile and check bank balances on a monthly basis.

## INSURANCE

We believe that our insurance coverage is in line with the industry practice in the PRC. We maintain insurance policies against major risks and liabilities arising from our business operations, primarily including (i) liability insurance to cover liabilities for property damages or personal injury suffered by third parties arising out of or related to our business operations, (ii) property insurance for damages to both movable and immovable property owned by us or in our custody; and (iii) group benefit insurance. We require our subcontractors to purchase accident insurance for their employees who provide services to our Group. And in accordance with our agreements with subcontractors, the subcontractors are responsible for all workplace injuries to their employees, except for the injuries directly attributable to us.

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We are covered by property and liability insurance policies with coverage features that we believe are customary for similar companies in the PRC. However, our insurance coverage may not adequately protect us against certain operating risks and other hazards, which may result in adverse effects on our business. See “Risk Factors — Risks Relating to Our Business and Industry — Our insurance coverage may not sufficiently cover the risks related to our business” in this prospectus for details.

### **CERTIFICATES, LICENSES AND PERMITS**

We are required to obtain and maintain various certificates, licenses and permits in relation to our operations. As advised by our PRC Legal Advisor, we had obtained all material certificates, licenses and permits from relevant regulatory authorities for our operations in all material respects, and all of our material certificates, licenses and permits were in force as of the Latest Practicable Date. We are required to renew such certificates, licenses and permits from time to time. As advised by our PRC Legal Advisor, we do not expect any difficulties in such renewals so long as we meet the applicable requirements and conditions set by the relevant government agencies and adhere to procedures set forth in relevant laws and regulations.

### **PROPERTIES**

As of the Latest Practicable Date, we did not own any property in China. As of the Latest Practicable Date, we had entered into ten lease agreements to lease properties primarily for office use with an aggregate GFA of approximately 2,204.9 sq.m. We had not filed the lease agreements for these leased properties with the local housing administration authorities as required under PRC laws and regulations, primarily due to non-cooperation of the relevant landlords and the lack of title certificates. Pursuant to the applicable PRC laws and regulations, leases must be registered with housing administration authorities. As advised by our PRC Legal Advisor, we might be ordered to rectify this non-filing by competent authorities and if we fail to rectify within a prescribed period, a penalty of RMB1,000 to RMB10,000 per agreement may be imposed on us as a result of such non-filing. As such, the estimated maximum amount of penalty for our failure to file these lease agreements is approximately RMB100,000. As of the Latest Practicable Date, we had not received any notice from any regulatory authority with respect to potential administrative penalties or enforcement actions as a result of our failure to file the lease agreements described above. As advised by our PRC Legal Advisor, the failure to file the lease agreements would not affect the validity of the lease agreements nor would such non-filing have a material adverse effect on our business operations.

In the event that we are required by the competent authorities to register the lease agreements but the relevant landlords do not cooperate, we intend to find alternative locations nearby and relocate in a relatively short time. Given the nature of our business, we do not believe relocation of any of such leased properties would cause any material disruption to our operations. Although we may incur additional relocation costs, our Directors believe that there will not be any material impact on our business, operations or financial position. For related risks, see “Risk Factors — Risks relating to our business and industry — Some of our lease agreements were not registered with the relevant government authorities and, as a result, we might be subject to administrative fines” in this prospectus for details.

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As of the Latest Practicable Date, we had no single property with a carrying amount of 15% or more of our total assets. Therefore, we did not need to prepare a valuation report with respect to our property interests in reliance upon the exemption provided by section 6(2) of the Companies Ordinance (Exemption of Companies and Prospectus from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

### LEGAL PROCEEDINGS AND COMPLIANCE

#### Legal Proceedings

We may from time to time be involved in legal, arbitration or administrative proceedings in the ordinary course of our business. As of the Latest Practicable Date, there were no legal, arbitration or administrative proceedings pending or threatened against us or any of our Directors which could have a material adverse effect on our financial condition or results of operations.

#### Compliance

We strive to foster a strong compliance culture among our employees. To achieve such compliance culture and set the expectations for individual behavior across our Group, we adopted procedures and policies to ensure strict accountability of individual employees, and regularly conduct internal compliance checks and inspections and conduct compliance training.

As advised by our PRC Legal Advisor, we had not been subject to any material fines or legal actions involving non-compliance with any PRC laws or regulations relating to our business during the Track Record Period and up to the Latest Practicable Date.

### RISK MANAGEMENT AND INTERNAL CONTROL

We are exposed to various risks during our operations. For more details, see “Risk Factors”. We have established risk management systems with relevant policies and procedures that we believe are appropriate for our business operations. Our key risk management objectives include: (i) identifying the different risks relevant to our operations; (ii) assessing and prioritizing the identified risks; (iii) developing appropriate risk management strategies for different risks; (iv) monitoring and managing risks and our risk tolerance level; and (v) executing measures to respond to those risks.

Our Board oversees and manages the risks associated with our business. We have established an audit committee to review and supervise our financial reporting process and internal control system. The audit committee consists of three members, namely Ms. Ng Yi Kum, who serves as chairperson of the committee, Mr. Fung Che Wai, Anthony and Ms. Liu Xiaolan. For the qualifications and experience of these committee members, see “Directors and Senior Management.”

In order to improve our corporate governance, we have adopted, or expect to adopt before Listing, a series of internal control policies, procedures and programs designed to provide reasonable assurance for achieving objectives such as effective and efficient operations, reliable financial reporting and compliance with applicable laws and regulations. Highlights of our internal control system include the following:

- Our Directors and senior management attended a training session on June 19, 2020 in relation to the relevant requirements of the Listing Rules and duties of directors of companies listed in Hong Kong;

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- We have appointed Ms. Yang Jingbo as our general manager of the financial management center and Ms. Chan Ching Nga as our company secretary to ensure our compliance with relevant laws and regulations. For their biographical details, see “Directors and Senior Management”;
- We have appointed Maxa Capital Limited as our compliance advisor to advise us on compliance with the Listing Rules; and
- We have adopted various policies to ensure compliance with the Listing Rules, including those in relation to risk management, continuing connected transactions and information disclosure.

In preparation for the Listing, we engaged an independent internal control consultant to review our internal control system, based on an agreed scope covering controls and procedures in the following aspects: our provision of services, management of subcontractors, cash and treasury management, salary payments, finance and accounting, tax payments, management of our informational technology systems, purchase of insurance policies and other general control measures. Our internal control consultant recommended certain rectification and improvement measures in our internal control system based on its findings.

In respect of our social insurance and housing provident fund contribution, our internal control consultant found that there was insufficient mechanism to ensure compliance with local labor laws. Our internal control consultant subsequently recommended the below measures:

- establishing a formal compliance management mechanism to identify and interpret relevant labor laws; tracking regulatory updates in real time; and filing with relevant regulatory authorities and obtain tax payment certificates when necessary, and taking other necessary measures to ensure compliance.

In respect of the excessive dispatch staff level, our internal control consultant found that there was a lack of regular calculation and review of the percentage of dispatched staff. Our internal control consultant subsequently recommended the below measure:

- performing monthly calculation and review of the amount and the percentage of dispatched staff and keeping the relevant records.

Accordingly, we implemented rectification and improvement measures in response to these findings and recommendations. Our internal control consultant has also completed procedures to follow up on the actions we took in relation to our internal control system, and we did not receive any additional recommendations from the internal control consultant as of the Latest Practicable Date. Taking into consideration of the above, our Directors are of the view that our enhanced internal control measures are adequate and effective for our current business environment.



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## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

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### OVERVIEW

Immediately upon completion of the Spin-off, without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option and assuming the Reserved Shares under the Preferential Offering are fully taken up by Qualifying KWG Shareholders, (i) Mr. Kong Jianmin, will through Plus Earn and Hero Fine, own in aggregate approximately 41.21% of the total number of issued Shares; (ii) Mr. Kong Jiantao, will through Right Rich, Excel Wave and Wealth Express, own in aggregate approximately 6.65% of the total number of issued Shares; and (iii) Mr. Kong Jiannan, will through Peace Kind, own approximately 3.74% of the total number of issued Shares. Each of Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express and Peace Kind is an investment holding company with no business operation. Mr. Kong Jiantao is an executive director and the chief executive officer of KWG Holdings, and is the brother of Mr. Kong Jianmin and Mr. Kong Jiannan. For the biographical details of Mr. Kong Jianmin and Mr. Kong Jiannan, please see “Directors and senior management” in this prospectus for details.

On October 14, 2020, Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express and Peace Kind entered into a shareholders’ agreement, pursuant to which, among other things, the parties thereto shall vote at general meetings of our Company according to the instruction of whichever party thereto holds the most Shares from time to time. As such, Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express, Peace Kind, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan are a group of persons who are together entitled to exercise or control the exercise of 30% or more of the voting rights at general meetings of our Company and therefore are a group of our Controlling Shareholders under the Listing Rules.

Upon Listing, we will continue to provide property management and other services to KWG Group and its associates. Such transactions will constitute continuing connected transactions under Chapter 14A of the Listing Rules. For details, see “Connected Transactions” in this prospectus.

### DELINEATION OF BUSINESS

As of the Latest Practicable Date, KWG Holdings was indirectly owned as to approximately 50.10%, 8.08% and 4.54% by Mr. Kong Jianmin (through Plus Earn and Hero Fine), Mr. Kong Jiantao (through Right Rich, Excel Wave and Wealth Express) and Mr. Kong Jiannan (through Peace Kind), respectively. On December 30, 2018, Plus Earn, Right Rich and Peace Kind entered into a shareholders’ agreement to regulate their dealings in KWG Shares. As such, each of Plus Earn, Right Rich and Peace Kind is deemed to have interest in the shares and/or underlying shares held by the other parties pursuant to such shareholders’ agreement under Section 317(1)(a) of the SFO. Thus, as of the Latest Practicable Date, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan were deemed to be interested in approximately 62.66%, 53.50% and 53.43% of the issued share capital of KWG Holdings, respectively.

Our Group is primarily engaged in the provision of residential property management services and commercial property management and operational services, whereas KWG Group is principally engaged in the businesses of property development, property investment, hotel operation and education (the “**Retained Business**”). Other than the Retained Business, KWG Group (i) has interest in a joint venture which has been maintaining an in-house property management service team for Shanghai U-fun (上海悠方); and (ii) is obliged to provide commercial property management services for Chengdu U-fun (成都悠方).

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## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

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### **Non-inclusion of commercial property management and operational services for Shanghai U-fun (上海悠方)**

Shanghai U-fun is a shopping mall located at the core centre of New Jiangwan Town in Yangpu District in Shanghai and it is developed by Shanghai Chengtou Yuecheng Real Estate Company Limited\* (上海城投悦城置業有限公司) (“**Shanghai Yuecheng**”), a joint venture established by KWG Holdings and an Independent Third Party. Shanghai Yuecheng is principally engaged in property development and leasing business and it has been maintaining an in-house service team, which is operated separately and independently from our Group, to provide commercial property management and operational services to Shanghai U-fun for cost efficiency purpose. In terms of source of revenue, unlike our Group, whose property managements fee are our primary source of revenue, the revenue of Shanghai Yuecheng is mainly and substantially attributable to the rentals collected from the tenants of Shanghai U-fun. The commercial property management and property services provided by in-house service team are ancillary to its leasing business and do not constitute its core business. Despite the fact that property management fee is one of the sources of revenue of Shanghai Yuecheng, it only accounted for a small portion of its total revenue during the Track Record Period. The property management fees collected by Shanghai Yuecheng accounted for less than 1.2% of the total revenue of Group for the year ended December 31, 2019. Our Group had not held any investment property and had not recognized any rental during the Track Record Period.

Given (i) the different nature of business operated by our Group and Shanghai Yuecheng; (ii) the in-house service team of Shanghai Yuecheng only provides commercial property management and operational services to a single property, namely Shanghai U-fun; and (iii) Shanghai Yuecheng has no intention to further expand its business into providing commercial property management and operational services to any other properties, our Directors are of the view that the business of our Group will be clearly delineated from that of Shanghai Yuecheng and as such, the commercial property management and operational services business of Shanghai Yuecheng will not, directly or indirectly, compete with the business of our Group.

### **Subcontracting arrangement for property management services obliged to be provided by KWG Group for Chengdu U-fun (成都悠方)**

Chengdu U-fun is a shopping mall developed by KWG Holdings and is located at the intersection of Jiaozi Avenue and Yizhou Avenue in Chengdu. Pursuant to the tenancy agreements entered into between Guangzhou Junzhao Property Operation Co., Ltd.\* (廣州市君兆物業經營有限公司) (“**Guangzhou Junzhao**”), an indirect wholly-owned subsidiary of KWG Group, and tenants of Chengdu U-fun, Guangzhou Junzhao is obliged to provide commercial property management services, including cleaning, security and repair and maintenance services, to the tenants of Chengdu U-fun, and Guangzhou Junzhao may designate a property management service provider to provide commercial service for and on its behalf.

As of the Latest Practicable Date, Guangzhou Junzhao did not provide any commercial property management services to the tenants of Chengdu U-fun by itself, and it has designated Liheng Commercial as the property management service provider to provide such services to the tenants. As Guangzhou Junzhao has already subcontracted all commercial property management services to Liheng Commercial, our Directors believe that it is overly and unduly burdensome for Liheng Commercial to enter into a service agreement with each of such tenants. The commercial property services provided by Liheng Commercial will constitute a continued connected transaction for our Company after Listing. For details, see “Connected Transactions — C. Continuing

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## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

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Connected Transactions subject to the Reporting, Annual Review, Announcement and Independent Shareholders' Approval Requirements — 3. Commercial Property Management Services Framework Agreement” in this prospectus.

Given that Guangzhou Junzhao has no intention to provide commercial property management services to the tenants in Chengdu U-fun in the future, our Directors consider that there is no competition between the businesses of KWG Group and our Group.

As of the Latest Practicable Date, none of our Controlling Shareholders, our Directors and their respective close associates had any interest in any business which competes or is likely to compete, either directly or indirectly with our business which would require disclosure under Rule 8.10 of the Listing Rules.

To ensure that competition will not exist in the future, each of our Controlling Shareholders has entered into the Deed of Non-Competition in favor of our Company to the effect that each of them will not, and will procure each of their respective close associates not to, directly or indirectly participate in, or hold any right or interest, or otherwise be involved in any business which may be in competition with our business, further details of which are set out in the paragraph headed “Deed of Non-Competition” below.

### OUR BUSINESS RELATIONSHIP WITH KWG GROUP

We have a well-established and ongoing business relationship with KWG Group (which does not include its joint ventures and associates). We have provided KWG Group with residential property management services since 2004 and commercial property management and operational services since 2006. KWG Group is principally engaged in property development, property investment, hotel operation and education, and requires both residential property management services and commercial property management and operational services in its daily operations. All of the residential and commercial properties solely developed by KWG Group are under our management.

For the residential properties that are jointly developed by KWG Group and other property developers, as of December 31, 2017, 2018 and 2019 and April 30, 2020, in terms of the total GFA, (i) approximately 63.5%, 66.2%, 64.3% and 63.6% were managed by our Group; (ii) approximately 29.6%, 23.2%, 31.3% and 32.0% were managed by property management service providers related to the property developers with whom KWG Group jointly developed such properties; and (iii) approximately 6.9%, 10.6%, 4.4% and 4.4% were managed by other third-party property management service providers, respectively. Such jointly developed residential properties are mainly developed through KWG Group's joint ventures, associates or other related parties and to a smaller extent developed through KWG Group's non-wholly owned subsidiaries. In respect of such properties developed through KWG Group's joint ventures, associates or other related parties, as of December 31, 2017, 2018 and 2019 and April 30, 2020, in terms of the total GFA, approximately 60.4%, 63.1%, 57.8% and 57.0% were managed by our Group.

For the commercial properties that are jointly developed by KWG Group and other property developers, as of December 31, 2017, 2018 and 2019 and April 30, 2020, in terms of the total GFA, (i) approximately 23.3%, 44.4%, 47.6% and 47.6% were managed by our Group; (ii) approximately 69.9%, 50.7%, 47.8% and 47.8% were managed by property management service providers related to the property developers with whom KWG Group jointly developed such properties; and (iii)

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## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

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approximately 6.8%, 4.9%, 4.6% and 4.6% were managed by other third-party property management service providers, respectively. Such jointly developed commercial properties are all developed through KWG Group's joint ventures, associates or other related parties.

The jointly developed residential or commercial properties which were not managed by our Group were (i) managed by property management service providers related to the property developers with whom KWG Group jointly developed such properties pursuant to the arrangements as agreed between such property developers and KWG Group; or (ii) managed by other third-party property management service providers which had won the contracts through public tender procedures or fee quotations.

Our business relationship with KWG Group is common among property management and commercial operational service providers and their parent companies in the PRC and has been mutually beneficial and complementary. As advised by JLL, it is an industrial norm that property management and commercial operational service providers have a close working relationship with property developers under the same ultimate controlling shareholder.

According to the 2019 annual report of KWG Holdings, KWG Group's strategy is to focus on the development of residential properties and commercial properties while seeking to deploy more resources for the establishment of a diversified property development in the future. It will strengthen the residential properties as the main force by implementing a fast growth strategy, while maintaining the proportion of commercial properties, such as offices, hotels and shopping malls, to be held in long term as investment properties. It will continue to further explore opportunities in the Greater Bay Area and Yangtze River Delta Area with a strong focus on first-tier, new first-tier and second-tier cities in China. As mentioned in "Business — Our strategies" in this prospectus, we will develop our business along with the expansion of KWG Group, by further penetrating the Greater Bay Area and solidify our leading position in the region, while seeking to increase our presence and market share in first-tier, new first-tier and second-tier cities in China, including but not limited to the Yangtze River Delta Area. In particular, we will continue to expand our commercial property management and operational service business along with the effort of KWG Group to develop commercial properties. As such, we consider that our business and KWG Group's business will remain mutually beneficial and complementary to each other and that we are in a good position to continue to secure projects developed by KWG Group and its joint ventures, associates or other related parties in the future.

When engaging property management service providers through public tender procedures, KWG Group would usually evaluate the candidates through a tender evaluation committee established by it, which would usually consider a range of factors, such as reputation, quality of service, management system, human resources management and the proposed management plan. We believe that we are able to secure projects developed by KWG Group and its joint ventures, associates or other related parties through public tender procedures in light of our competitive advantages, including, among others, (i) we are a comprehensive property management service provider in China with more than 15 years of experience in providing property management services since our commencement of business in 2004; (ii) our market position, reputation and quality of service are well recognized in the industry as demonstrated by the numerous awards and recognitions received by us as detailed in "Business — Awards" in this prospectus, such as No. 17 among the Top 100 Property Management Companies in China (中國物業服務百強企業) in terms of the overall strength ranked by CIA in 2020 and Top 100 China Leading Property Management Companies in terms of Service Quality awarded by CIA from 2017 to 2020; (iii) we have the experience and capabilities in managing high-end commercial properties, including Class A office buildings, such as Guangzhou KWG International Finance Plaza (廣州合景國際金融廣場) and Shanghai Jiayu

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International Place (上海嘉譽國際廣場), and a number of high-end shopping malls, which we believe to be a competitive strength when competing for the management contracts for high-end commercial properties developed by KWG Group and its joint ventures, associates or other related parties; (iv) we have a stable and experienced management team with strong management capabilities led by Mr. Kong Jiannan, our executive Director and chief executive officer, who has over 20 years of experience in the real estate industry, and supported by a capable workforce of over six thousands full-time employees as of April 30, 2020; and (v) given our long and close cooperation relationship with KWG Group, we are familiar with KWG Group's strategy and requirements, which helps to ensure that our services provided to KWG Group are reliable and satisfactory and also helps reduce the time required for the preliminary planning of a project, resulting in a more efficient development process.

We consider that our relationship with KWG Group is mutually beneficial and complementary to both KWG Group and us. Although there are vast choices of property management service providers in the market which KWG Group and its joint ventures, associates or other related parties may select from, we consider that it may not be in their best interest to engage a new service provider to replace us considering the amount of time for such service provider to get familiar with KWG Group's strategy and requirements and to provide equally satisfactory services as compared to us.

Having considered the abovementioned factors, including (i) our long and close cooperation relationship with KWG Group; (ii) our familiarity with KWG Group's strategy and requirements; (iii) the mutual benefits for both KWG Group and its joint ventures, associates or other related parties and us to continue with the current relationship; and (iv) the time required and the uncertainties involved for KWG Group and its joint ventures, associates or other related parties to engage a new service provider which is able to provide equally satisfactory services to replace us, our Directors are of the view that our current relationship with KWG Group and its joint ventures, associates or other related parties is unlikely to be materially adversely changed or terminated.

As of April 30, 2020, we had 109 residential properties under our management, of which (i) 64 properties were solely developed by KWG Group; (ii) eight properties were jointly developed by KWG Group and other property developers in which KWG Group had a majority interest; (iii) 14 properties were jointly developed by KWG Group and other property developers in which KWG Group had a 50% interest; and (iv) 23 properties were developed by third-party property developers.

As of April 30, 2020, we had 30 commercial properties under our management, of which (i) 13 properties were solely developed by KWG Group; (ii) one property was jointly developed by KWG Group and other property developers in which KWG Group had a majority interest; (iii) eight properties were jointly developed by KWG Group and other property developers in which KWG Group had a 50% interest; and (iv) eight properties were developed by third-party property developers.

As disclosed above, given there is a certain degree of mutuality and complementarity of the ongoing business between KWG Group and us, as well as our proven track record in securing engagements from KWG Group for the provision of residential property management services and commercial property management and operational services, we consider that we will continue to be able to secure future engagements from them and be able to maintain our revenue from them upon Listing. Our provision of residential property management services and commercial property management and operational services to KWG Group will constitute continuing connected transactions for our Company upon Listing. For details, see "Connected Transactions" in this prospectus.



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In order to reduce reliance on KWG Group and its joint ventures, associates or other related parties and diversify our customer base, in 2018, we set up a market development department which is responsible for exploring potential business opportunities for properties developed by third-party property developers via participating in marketing events with industry associations and market participants in the real estate and property management industry and identifying new projects open for public tender. In order to enhance our ability to secure more projects developed by third-party property developers, we plan to devote more resources to our market development department. As of December 31, 2019, our market development department had 12 staff members. For the three years ending December 31, 2022, we plan to recruit more staff with relevant work experience and increase the number of staff of the market development department to around 35, 56 and 67, respectively. Set forth below is a summary of the recruitment plan of our market development department:

Title	Roles and responsibilities	Location of work	Number/Estimated number of staff as of/for the year ending December 31,			
			2019	2020	2021	2022
Market development director	Responsible for the management and coordination of market development work, formulation and implementation of market development strategy, collection and analysis of market information, selection of potential projects, editing and approval of tender documents and management proposals, handling negotiation and communication work and establishment of internal system	Guangzhou	2	3	3	3
Market development senior manager/manager	Responsible for identification and selection of potential projects, handling negotiation and communication work, preparation of market research and project planning, editing tender documents and coordinating with other departments	Guangzhou	2	6	8	11
Market development specialist	Responsible for collection of market information, file management and preparation of tender documents	Guangzhou	1	2	3	4
Regional general manager/deputy manager	Responsible for, at regional level, the management and coordination of market development work, formulation and implementation of market development strategy, collection and analysis of market information, selection of potential projects, handling negotiation and communication work	Southern and eastern China	Nil	3	3	3
City market development director	Responsible for, at regional level, identification and selection of potential projects, negotiation and communication work, editing tender documents and coordinating with other departments	Guangdong, Zhejiang, Hainan, Jiangsu, Guangxi, Sichuan, Hunan and Jiangxi	Nil	4	11	12
City market development manager	Responsible for, at regional level, identification and selection of potential projects, negotiation and communication work, editing tender documents and coordinating with other departments	Guangdong, Zhejiang, Hainan, Jiangsu, Guangxi, Sichuan, Hunan, Jiangxi, Beijing and Shanghai	7	11	20	25
City market development supervisor/specialist	Responsible for preparation of tender documents, review and approval of project expenses and handling other daily operational matters	Guangdong, Zhejiang, Hainan, Jiangsu, Guangxi, Sichuan, Hunan and Jiangxi	Nil	6	8	9
<b>Total</b>			<b>12</b>	<b>35</b>	<b>56</b>	<b>67</b>

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In addition to human resources, we also plan to devote more financial resources to our market development department. For the year ended December 31, 2019, our market development budget was RMB7.8 million. For the three years ending December 31, 2022, we plan to increase our market development budget to RMB17.0 million, RMB29.6 million and RMB39.3 million, respectively. Such market development budget is expected to be mainly spent on, among other things, staff wages, staff incentive bonus, marketing expenses, travelling expenses for site visits and client visits, expenses for preparation of tender documents and other daily operational matters.

We also plan to obtain more projects developed by third-party property developers through acquisitions of third-party property management companies. As of the Latest Practicable Date, we have entered into agreements with certain sellers to acquire the equity interest of certain property management companies. For further details, see “Waivers from strict compliance with the requirements under the Listing Rules — Post-Track Record Period acquisitions” in this prospectus.

### INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

We believe that we are capable of carrying on our business independently of our Controlling Shareholders and their respective close associates (other than our Group) after Listing for the following reasons:

#### Management independence

Our Board comprises three executive Directors, one non-executive Director and three independent non-executive Directors. Save for one executive Director, namely Mr. Kong Jiannan, who is an executive director of KWG Holdings, and one non-executive Director, namely Mr. Kong Jianmin, who is an executive director and chairman of the board of directors of KWG Holdings, there is no overlap of directors and members of the senior management between our Group and KWG Group.

Mr. Kong Jiannan has been in charge of our business since 2004 and will devote sufficient time in the day-to-day operation of our Group, while his role in KWG Group will only be responsible for high-level supervision of the management team of KWG Group. Mr. Kong Jianmin’s role is non-executive in nature and he will not participate in the day-to-day operation of our Group.

Each of our Directors is aware of his/her fiduciary duties as a Director, which require, among other things, that he/she acts for the benefit and in the best interests of our Company and does not allow any conflict between his/her duties as a Director and his/her personal interests. In the event that there is a potential conflict of interest arising out of any transaction to be entered into between our Group and any of the Directors or their respective close associates, the interested Director(s) shall abstain from voting at the relevant board meetings of our Company in respect of such transactions and shall not be counted in the quorum. In addition, we have an independent senior management team to carry out the business operations of our Group independently from our Controlling Shareholders.

Based on the reasons above, our Directors are of the view that our Group is capable of managing our business independently from our Controlling Shareholders and their respective close associates following the completion of the Capitalization Issue and the Spin-off.



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## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

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### **Operational independence**

We engage in our business independently from our Controlling Shareholders and their close associates, with the independent right to make operational decisions and implement such decisions.

### ***Residential property management services***

Our Group provides residential property management services to the projects developed by the KWG Group at the pre-sale and pre-delivery stages. Historically, our Group has primarily procured initial residential property management service engagements from KWG Group through standard public tender procedures regulated by applicable PRC laws and regulations, whereby the tenders would be evaluated by a tender evaluation committee established by KWG Group in accordance with the Interim Measures for the Administration of Tendering and Bidding for Preliminary Property Management (前期物業管理招標投標管理暫行辦法). The tender evaluation committee shall consist of an odd number of no less than five members, including (i) at least a two-thirds majority of property management experts who are independent of our Group and are selected on a random basis from a list of experts compiled by the local real estate administrative department; and (ii) the representative members from KWG Group. In evaluating the candidates, the tender evaluation committee would consider a range of factors, such as reputation, quality of service, management system, human resources management and the proposed management plan. Our Group does not enjoy any preferential treatment in the selection process for properties developed by KWG Group and is not automatically granted residential property management contracts simply due to its relationship with KWG Group.

After the delivery of the properties by KWG Group to the property owners, the property owners may establish a property owners' association to manage the properties. The property owners' association, if formed, will be operated by the property owners and will be independent of KWG Group and may select and engage property management service providers at its own discretion. Our Group needs to provide quality and competitive services to the residents/owners of the properties in order to secure its continuous appointment by the property owners' association.

In the event that the property owners' association has not been formed after the delivery of the properties to the property owners, the property management contract entered into between KWG Group and our Group at the pre-sale and pre-delivery stages (the "**Preliminary Management Contract**") would remain effective and bind the owners of the properties who are obligated to pay the management fees directly to our Group within the effective period of the Preliminary Management Contract. The Preliminary Management Contract will be terminated when the property owners' association, if formed, enters into a new property management contract with the property management service provider.

If, upon the expiration of the initial term of the Preliminary Management Contract, the property owners' association has not been formed or a new property management contract has not been entered into by the property owners' association, (i) the Preliminary Management Contract will be renewed automatically until a new property management contract is entered into by the property owners' association if there is applicable provision in the Preliminary Management Contract, or (ii) the parties may choose to extend the services absent any automatic renewal provision in the Preliminary Management Contract, in which event a new management contract will be entered into.

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### *Commercial property management and operational services*

Historically, our Group has procured commercial property management service engagements from KWG Group through public tender procedures or fee quotations. Under the applicable PRC laws and regulations, KWG Group is not required to go through the standard public tender procedures in engaging commercial property management service providers. Despite that, KWG Group usually goes through the public tender procedures in engaging commercial property management service providers on a voluntary basis. The tenders would be evaluated by a tender evaluation committee established by KWG Group. The tender evaluation committee includes (i) property management experts who are independent of our Group and are selected on a random basis from a list of experts compiled by the local real estate administrative department; and (ii) the representative members from KWG Group. In evaluating the candidates, the tender evaluation committee would consider a range of factors, such as reputation, quality of service, management system, human resources management and the proposed management plan. Our Group does not enjoy any preferential treatment in the selection process for properties developed by KWG Group and is not automatically granted property management contracts simply due to its relationship with KWG Group.

Depending on the progress of development and operation, including the development, sales and delivery stages of the projects, KWG Group has also engaged our Group for commercial property management services through fee quotations in order to facilitate the process. During the development of a commercial property, KWG Group will invite our Group to submit a proposal on the provision of commercial property management services for the property. The proposal typically includes an estimation of cost and return, the scope of services and the pricing standard. In preparing the proposal, our Group will form a team comprising personnel responsible for financial and operational and perform works such as market research and preparation of operational budgets. The proposal will be submitted to KWG Group for their internal approval. In making the decision of engaging our Group and determining the service fees, while KWG Group does not have the practice of inviting for and considering a minimum number of fee quotation from other independent third parties, it will take into account the pricing standard for comparable services in the market. Our Group needs to provide quality and competitive services to KWG Group in order to secure its continuous appointment by KWG Group.

### *Licenses required for operation*

We have full rights, hold and enjoy the benefit of all relevant licenses and permits, have sufficient capital and employees necessary to make all decisions on, and to carry out, our own business operation independent from our Controlling Shareholders and their respective close associates and will continue to do so after Listing.

### *Access to customers, suppliers and business partners*

Our Group has a large and diversified base of customers that are unrelated to our Controlling Shareholders and/or their respective close associates. We have independent access to such customers, our suppliers as well as our other business partners.

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## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

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### *Employees*

We have our own team of employees. We recruit our employees independently from our Controlling Shareholders and their respective close associates and primarily through various channels, such as universities, third party recruitment agency and internal referrals.

### *Connected transactions with our Controlling Shareholders*

Details of the continuing connected transactions between our Group and our Controlling Shareholders or their associates which will continue after the completion of the Global Offering are set out in the section headed “Connected transactions” in this prospectus. All such transactions shall be based on tender process in accordance with the relevant laws and regulations or determined after arm’s length negotiations and on normal commercial terms or better. Our Directors are of the view that such continuing connected transactions will not affect our operational independence as a whole.

### **Financial independence**

All loans, advances and balances due to or from the Controlling Shareholders or their close associates which were not arising out of the ordinary course of business have been fully settled as of the Latest Practicable Date. All share pledges and guarantees provided by or to the Controlling Shareholders or their close associates on the borrowings of our Group had been fully released as of the date of this prospectus.

In addition, we have our own internal control and accounting systems, accounting and finance department, independent treasury function for cash receipts and payment and independent access to third party financing. Accordingly, we believe we are able to maintain financial independence from our Controlling Shareholders and their respective close associates.

### **DEED OF NON-COMPETITION**

Each of our Controlling Shareholders has irrevocably and unconditionally undertaken to us in the Deed of Non-Competition that he/it will not, and will procure his/its Close Associates (as defined below) not to directly or indirectly be involved in or undertake any business (other than our business) that directly or indirectly competes, or may compete, with our business (the “**Restricted Businesses**”), or hold shares or interest in any companies or business that compete directly or indirectly with the business engaged by our Group from time to time, or conduct any Restricted Businesses, except where our Controlling Shareholders and their Close Associates (as defined below) hold less than 10% of the total issued share capital of any company (whose shares are listed on the Stock Exchange or any other stock exchange) (excluding KWG Holdings); or (ii) less than 10% interest of any private company, which is engaged in any business that is or may be in competition with any business engaged by any member of our Group and they do not control the board of directors of such company.

The above restrictions do not apply when our Group engages in a business that is not identical or similar to or does not constitute competition with the Restricted Businesses or at the time of commencement of such business, any of our Controlling Shareholders and his/its Close Associates (as defined below) had already been conducting or been involved in, or otherwise be interested in, the relevant business (including those as disclosed in this section).

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## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

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Further, each of our Controlling Shareholders has undertaken that if any new business investment/other business opportunity relating to the Restricted Businesses (the “**Competing Business Opportunity**”) is identified by/made available to him/it or any of his/its Close Associates (as defined below), he/it shall, and shall procure that his/its Close Associates (as defined below) shall, refer such Competing Business Opportunity to our Company on a timely basis by giving written notice (the “**Offer Notice**”) within 30 Business Days of identifying the target company (if relevant), the nature of the Competing Business Opportunity, the investment or acquisition costs and all other details reasonably necessary for our Company to consider whether to pursue such Competing Business Opportunity.

Upon receiving the Offer Notice, our Company shall seek approval from a board committee comprising independent non-executive Directors who do not have an interest in the Competing Business Opportunity (the “**Independent Board**”) as to whether to pursue or decline the Competing Business Opportunity (any Director who has actual or potential interest in the Competing Business Opportunity shall abstain from attending (unless their attendance is specifically requested by the Independent Board) and voting at, and shall not be counted in the quorum for, any meeting convened to consider such Competing Business Opportunity). The Independent Board shall consider the financial impact of pursuing the Competing Business Opportunity offered, whether the nature of the Competing Business Opportunity is consistent with our Group’s strategies and development plans and the general market conditions of our business. If appropriate, the Independent Board may appoint independent financial advisors and legal advisors to assist in the decision making process in relation to such Competing Business Opportunity. The Independent Board shall, within 30 Business Days of receipt of the written notice referred above, inform our Controlling Shareholders in writing on behalf of our Company its decision whether to pursue or decline the Competing Business Opportunity.

The relevant Controlling Shareholder shall be entitled but not obliged to pursue such Competing Business Opportunity if he/it has received a notice from the Independent Board declining such Competing Business Opportunity or if the Independent Board has failed to respond within such 30 business days’ period mentioned above. If there is any material change in the nature, terms or conditions of such Competing Business Opportunity pursued by the relevant Controlling Shareholder, he/it shall refer such revised Competing Business Opportunity to our Company as if it were a new Competing Business Opportunity.

The Deed of Non-Competition will lapse automatically if our Controlling Shareholders and their respective close associates cease to hold, whether directly or indirectly, 30% or above of our Shares with voting rights or our Shares cease to be listed on the Stock Exchange.

Each of our Controlling Shareholders has further undertaken to us that he/it will provide and procure his/its Close Associates (as defined below) to provide on best endeavor basis, all information necessary for the annual review by our independent non-executive Directors for the enforcement of the Deed of Non-Competition. They will make an annual declaration in our annual report on the compliance with the Deed of Non-Competition in accordance with the principle of voluntary disclosure in the corporate governance report.

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In addition, our Company has taken, or will take, the following measures to safeguard good corporate governance standards in respect of the Deed of Non-Competition:

- our independent non-executive Directors shall review, at least on an annual basis, the compliance with the Deed of Non-Competition by our Controlling Shareholders;
- we will disclose the decisions on matters reviewed by the independent non-executive Directors (including the reasons for not taking up the Competing Business Opportunity referred to our Company) and the review by our independent non-executive Directors on the compliance with, and the enforcement of, the Deed of Non-Competition in our annual report or by way of announcement to the public in compliance with the requirements of the Listing Rules; and
- in the event that any of our Directors and/or their respective Close Associates (as defined below) has material interests in any matter to be deliberated by our Board in relation to the compliance and enforcement of the Deed of Non-Competition, he/it may not vote on the resolutions of our Board approving the matter and shall not be counted towards the quorum for the voting pursuant to the applicable provisions in the Articles of Association.

For the above purpose, “Close Associates” means the close associates (as defined in the Listing Rules) of our Controlling Shareholders excluding KWG Group and its members, being an independently operating group due to the listed status of KWG Holdings.

### CORPORATE GOVERNANCE MEASURES

Each of our Controlling Shareholders and his/its respective Close Associates (as defined above) may not compete with us as provided in the Deed of Non-Competition. Each of our Controlling Shareholders has confirmed that he/it fully comprehends his/its obligations to act in our Shareholders’ best interests as a whole. Our Directors believe that there are adequate corporate governance measures in place to manage existing and potential conflicts of interest. In order to further avoid potential conflicts of interest, we have implemented the following measures:

- (a) as part of our preparation for the Global Offering, we have amended our Articles of Association to comply with the Listing Rules. In particular, our Articles of Association provided that, unless otherwise provided, a Director shall not vote on any resolution approving any contract or arrangement or any other proposal in which such Director or any of his associates have a material interest nor shall such Director be counted in the quorum present at the meeting;
- (b) a Director with material interests shall make full disclosure in respect of matters that may have conflict or potentially conflict with any of our interest and abstain from the board meetings on matters in which such Director or his associates have a material interest;

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## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

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- (c) we are committed that our Board should include a balanced composition of executive Directors, non-executive Directors and independent non-executive Directors. We have appointed independent non-executive Directors and we believe our independent non-executive Directors possess sufficient experience and they are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgment and will be able to provide an impartial, external opinion to protect the interests of our public Shareholders. Details of our independent non-executive Directors are set out in the section headed “Directors and senior management — Board of Directors — Independent non-executive Directors” in this prospectus;
- (d) we have appointed Maxa Capital Limited as our compliance advisor, which will provide advice and guidance to us in respect of compliance with the applicable laws and the Listing Rules including various requirements relating to Directors’ duties and corporate governance;
- (e) as required by the Listing Rules, our independent non-executive Directors shall review any connected transactions annually and confirm in our annual report that such transactions have been entered into in our ordinary and usual course of business, are either on normal commercial terms or on terms no less favorable to us than those available to or from independent third parties and on terms that are fair and reasonable and in the interests of our Shareholders as a whole; and
- (f) on an annual basis, our independent non-executive Directors will review the non-compete undertakings provided by our Controlling Shareholders and their compliance with such undertakings.



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## CONNECTED TRANSACTIONS

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### OVERVIEW

Pursuant to Chapter 14A of the Listing Rules, the directors, substantial shareholders and chief executive of our Company and our subsidiaries (other than the directors, substantial shareholders and chief executive of our insignificant subsidiaries), any person who was a director of our Company or our subsidiaries within 12 months preceding the Listing Date and any of their respective associates will be connected persons of our Company upon Listing.

Our Group has entered into a number of continuing transactions with our connected persons in our ordinary and usual course of business. Upon Listing, the transactions disclosed in this section will constitute continuing connected transactions under Chapter 14A of the Listing Rules.

#### A. CONTINUING CONNECTED TRANSACTIONS FULLY EXEMPT FROM THE REPORTING, ANNUAL REVIEW, ANNOUNCEMENT AND INDEPENDENT SHAREHOLDERS' APPROVAL REQUIREMENTS

##### 1. PRC Trademark Licensing Agreement

On October 14, 2020, our Company (for ourselves and on behalf of our subsidiaries) entered into a trademark licensing agreement (the “**PRC Trademark Licensing Agreement**”) with Guangzhou Hejing Holdings Group Co., Ltd.\* (廣州合景控股集團有限公司) (“**Hejing Holdings**”), an indirect wholly-owned subsidiary of KWG Holdings, pursuant to which Hejing Holdings agreed to irrevocably and unconditionally grant to our Group the right to use certain trademarks (the “**Licensed Trademarks**”) which, as of the Latest Practicable Date, were being applied for registration by Hejing Holdings in the PRC for a perpetual term commencing from the date of registration of the Licensed Trademarks on a royalty-free basis. See “Statutory and general information — B. Further information about our business — 2. Intellectual property rights of our Group” in Appendix IV to this prospectus for details. The PRC Trademark Licensing Agreement is not unilaterally terminable by Hejing Holdings and Hejing Holdings has undertaken to renew and maintain the registration of the Licensed Trademarks upon expiry.

##### *Reasons for the transaction*

We believe that entering into a trademark licensing agreement with a term of more than three years can ensure the stability of our operations, and is beneficial to the interests of our Shareholders as a whole. The Joint Sponsors are of the view that it is normal business practice for agreements of this type to be of such duration.

##### *Implications under the Listing Rules*

Pursuant to a shareholders' agreement dated December 30, 2018 entered into between Plus Earn, Right Rich and Peace Kind, each of Plus Earn, Right Rich and Peace Kind was deemed to have interest in the shares and/or underlying shares in KWG Holdings held by the other parties under Section 317(1)(a) of the SFO. As such, as of the Latest Practicable Date, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan were deemed to be interested in approximately 62.66%, 53.50% and 53.43% of the issued share capital of KWG Holdings, respectively. Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan will be our Controlling Shareholders upon Listing. As an indirect wholly-owned subsidiary of KWG Holdings, Hejing Holdings will be an associate of our Controlling Shareholders and thus a



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## CONNECTED TRANSACTIONS

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connected person of our Company upon Listing. Accordingly, the transactions under the PRC Trademark Licensing Agreement will constitute continuing connected transactions for our Company upon Listing.

As the right to use the Licensed Trademarks is granted to our Group on a royalty-free basis, the transactions under the PRC Trademark Licensing Agreement will be within the *de minimis* threshold provided under Rule 14A.76 of the Listing Rules upon Listing and will be exempt from the reporting, annual review, announcement and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **2. Software and Mobile Applications Licensing and Maintenance Services Framework Agreement**

On October 14, 2020, our Company (for ourselves and on behalf of our subsidiaries) entered into a software and mobile applications licensing and maintenance services framework agreement (the “**Software and Mobile Applications Licensing and Maintenance Services Framework Agreement**”) with KWG Holdings (for itself and on behalf of its subsidiaries), pursuant to which KWG Group agreed to grant a non-exclusive license for continued use of certain software, including but not limited to office automation system, enterprise resources planning system and system applications and products system, and certain mobile applications and provide related maintenance and server hosting services (the “**Software and Mobile Applications Licensing and Maintenance Services**”) to our Group for a term commencing from the Listing Date to December 31, 2022, which may be renewed as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations. The individual software and mobile applications licensing and maintenance services agreements to be entered into between members of our Group and members of KWG Group shall only contain provisions which are, in all material aspects, consistent with the binding principles, guidelines, terms and conditions set out in the Software and Mobile Applications Licensing and Maintenance Services Framework Agreement.

The fees to be paid by our Group for the Software and Mobile Applications Licensing and Maintenance Services shall be determined on arm's length basis with reference to (i) the estimated usage volume of the software and mobile applications by our Group; (ii) the costs incurred by KWG Group with respect to the purchase or development of the software and mobile applications; and (iii) the estimated costs for providing the maintenance and server hosting services and shall not be less favorable than that offered by Independent Third Parties.

#### ***Reasons for the transaction***

We consider that it will be more cost-efficient and less disruptive for our Group to continue to use the Software and Mobile Applications Licensing and Maintenance Services and enter into the Software and Mobile Applications Licensing and Maintenance Services Framework Agreement with KWG Group, as compared to purchasing or developing a new set of software and mobile applications and converting the existing systems to the new systems.

#### ***Historical transaction amounts***

For the three years ended December 31, 2019 and the four months ended April 30, 2020, the transaction amounts for the Software and Mobile Applications Licensing and Maintenance Services amounted to nil, nil, RMB2 million and RMB0.7 million, respectively.

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## CONNECTED TRANSACTIONS

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### *Annual caps*

Our Directors estimate that the maximum amount of fees payable by our Group to KWG Group in relation to the Software and Mobile Applications Licensing and Maintenance Services for the three years ending December 31, 2022 will not exceed RMB2 million, RMB2 million and RMB2 million, respectively.

Our Directors have considered the following factors in arriving at the above annual caps which are considered to be reasonable and justifiable in the circumstances:

- (i) the historical transaction amounts for the year ended December 31, 2019 and the four months ended April 30, 2020 in respect of the Software and Mobile Applications Licensing and Maintenance Services;
- (ii) the fees payable by us to KWG Group under the existing software and mobile applications licensing and maintenance agreements entered into by us and KWG Group;
- (iii) the estimated usage volume of the software and mobile applications by our Group;
- (iv) the costs incurred by KWG Group with respect to the purchase or development of the software and mobile applications; and
- (v) the estimated costs for providing the maintenance and server hosting services.

### *Implications under the Listing Rules*

Pursuant to a shareholders' agreement dated December 30, 2018 entered into between Plus Earn, Right Rich and Peace Kind, each of Plus Earn, Right Rich and Peace Kind was deemed to have interest in the shares and/or underlying shares in KWG Holdings held by the other parties under Section 317(1)(a) of the SFO. As such, as of the Latest Practicable Date, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan were deemed to be interested in approximately 62.66%, 53.50% and 53.43% of the issued share capital of KWG Holdings, respectively. Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan will be our Controlling Shareholders upon Listing. Therefore, KWG Holdings will be an associate of our Controlling Shareholders and thus a connected person of our Company upon Listing. Accordingly, the transactions under the Software and Mobile Applications Licensing and Maintenance Services Framework Agreement will constitute continuing connected transactions for our Company upon Listing.

Since each of the applicable percentage ratios under the Listing Rules in respect of the annual caps for the Software and Mobile Applications Licensing and Maintenance Services Framework Agreement is expected to be less than 5% and the total consideration is less than HK\$3 million on an annual basis, the transactions under the Software and Mobile Applications Licensing and Maintenance Services Framework Agreement will be exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

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## CONNECTED TRANSACTIONS

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### 3. Kong Jiantao Commercial Property Management Services Framework Agreement

On October 14, 2020, our Company (for ourselves and on behalf of our subsidiaries) entered into a commercial property management services framework agreement with Mr. Kong Jiantao (for himself and on behalf of his associates (other than KWG Group) (“**Mr. Kong Jiantao’s Associates**”)) (the “**Kong Jiantao Commercial Property Management Services Framework Agreement**”), pursuant to which our Group agreed to provide Mr. Kong Jiantao’s Associates with commercial property management services, such as file management, cleaning, security, gardening, and repair and maintenance services for commercial properties leased or owned by Mr. Kong Jiantao’s Associates for a term commencing from the Listing Date to December 31, 2022, which may be renewed as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations. The individual commercial property management services agreements to be entered into between members of our Group and Mr. Kong Jiantao’s Associates shall only contain provisions which are, in all material aspects, consistent with the binding principles, guidelines, terms and conditions set out in the Kong Jiantao Commercial Property Management Services Framework Agreement.

The fees to be charged for the services under the Kong Jiantao Commercial Property Management Services Framework Agreement shall be determined on arm’s length basis, taking into account the nature, size and location of the properties, the scope of services and the anticipated operational costs (including labor costs, material costs and administrative costs), with reference to the rates generally offered by our Group to Independent Third Parties in respect of comparable services and the fees for similar services and types of properties in the market.

#### *Reasons for the transaction*

For the year ended December 31, 2019 and up to the Latest Practicable Date, we provided commercial property management services in our ordinary and usual course of business to certain commercial properties leased or owned by Mr. Kong Jiantao’s Associates. It is expected that we will continue to provide such services to Mr. Kong Jiantao’s Associates in our ordinary and usual course of business upon Listing.

#### *Historical transaction amounts*

For the three years ended December 31, 2019 and the four months ended April 30, 2020, the transaction amounts for the commercial property management services provided by us to Mr. Kong Jiantao’s Associates amounted to nil, nil, RMB0.4 million and RMB0.4 million, respectively.

#### *Annual caps*

Our Directors estimate that the maximum amount of fees payable by Mr. Kong Jiantao’s Associates to us in relation to the Kong Jiantao Commercial Property Management Services Framework Agreement for the three years ending December 31, 2022 will not exceed RMB2.0 million, RMB2.5 million and RMB2.5 million, respectively.

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## CONNECTED TRANSACTIONS

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The increase in the annual caps for the three years ending December 31, 2022 as compared to the historical transaction amount for the year ended December 31, 2019 is because, in 2019 we provided commercial property management services to Mr. Kong Jiantao's Associates for an average period of less than eight months only and therefore the historical transaction amount for the year ended December 31, 2019 is not representative of the fees for such services on a full-year basis. Under the existing contracts, the transaction amount of the commercial property management services provided to Mr. Kong Jiantao's Associates is approximately RMB160,000 per month. The annual caps for the three years ending December 31, 2022 are projected based on such transaction amount on a full-year basis with a buffer for any additional commercial property management services that we may provide to Mr. Kong Jiantao's Associates in such period.

Our Directors have considered the following factors in arriving at the above annual caps which are considered to be reasonable and justifiable in the circumstances:

- (i) the historical transaction amounts for the year ended December 31, 2019 and the four months ended April 30, 2020 in respect of the commercial property management services provided to Mr. Kong Jiantao's Associates; and
- (ii) the projected transaction amounts of the commercial property management services provided to Mr. Kong Jiantao's Associates under the existing contracts.

### *Implications under the Listing Rules*

Mr. Kong Jiantao will be one of our Controlling Shareholders upon Listing. Therefore, Mr. Kong Jiantao's Associates will be connected persons of our Company upon Listing. Accordingly, the transactions under the Kong Jiantao Commercial Property Management Services Framework Agreement will constitute continuing connected transactions for our Company upon Listing.

Since each of the applicable percentage ratios under the Listing Rules in respect of the annual caps for the Kong Jiantao Commercial Property Management Services Framework Agreement is expected to be less than 5% and the total consideration is less than HK\$3 million on an annual basis, the transactions under the Kong Jiantao Commercial Property Management Services Framework Agreement will be exempt from the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

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## CONNECTED TRANSACTIONS

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### B. CONTINUING CONNECTED TRANSACTIONS SUBJECT TO THE REPORTING, ANNUAL REVIEW AND ANNOUNCEMENT REQUIREMENTS BUT EXEMPT FROM THE INDEPENDENT SHAREHOLDERS' APPROVAL REQUIREMENT

#### 1. Property Lease Framework Agreement

On October 14, 2020, our Company (for ourselves and on behalf of our subsidiaries) entered into a property lease framework agreement (the “**Property Lease Framework Agreement**”) with KWG Holdings (for itself and on behalf of its subsidiaries), pursuant to which KWG Group agreed to lease to our Group (i) certain properties for office and staff quarters uses; and (ii) car parking lots for sub-leasing to end-users for a term commencing from the Listing Date to December 31, 2022, which may be renewed as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations. The individual property lease agreements to be entered into between members of our Group and members of KWG Group shall only contain provisions which are, in all material aspects, consistent with the binding principles, guidelines, terms and conditions set out in the Property Lease Framework Agreement.

As of the Latest Practicable Date, our Group leased from KWG Group (i) eight properties with a total GFA of approximately 1,387.8 sq. m. for office and staff quarters uses; and (ii) car parking lots in 25 property projects for sub-leasing to end-users. These leases will be governed by the Property Lease Framework Agreement upon Listing.

The rent to be paid by our Group in relation to the properties leased for office and staff quarters uses under the Property Lease Framework Agreement shall be determined on arm's length basis with reference to (i) the market rent of similar properties in similar locations; and (ii) shall not be less favorable than that offered by Independent Third Parties.

The rent to be paid by our Group in relation to the car parking lots under the Property Lease Framework Agreement shall be determined on arm's length basis with reference to (i) the market rent of car parking lots in similar properties and in similar locations; (ii) the occupancy rate of car parking lots leased by our Group from KWG Group; and (iii) shall not be less favorable than that offered by Independent Third Parties.

JLL, an independent valuer of our Company, has reviewed the property lease agreements of car parking lots entered into between us and KWG Group during the Track Record Period and the related transaction documents and confirmed that the rent payable by us with respect to the lease of car parking lots is fair and reasonable and is in line with the market rate by reference to the prevailing market prices for similar properties in similar location and usage. Our Directors (including our independent non-executive Directors) are of the view that the lease terms under the existing individual property lease agreements and the Property Lease Framework Agreement are fair and reasonable, on normal commercial terms and in the interests of our Group and Shareholders as a whole.

#### *Reasons for the transaction*

We consider that it is in our Group's interest in terms of cost, time and stability to continue to lease the office and staff quarters from KWG Group instead of relocating to alternative properties, and that the leased car parking lots are situated within the properties managed by us and we have sufficient manpower and resources to sub-lease the car parking lots in return for higher income.

## CONNECTED TRANSACTIONS

### *Historical transaction amounts*

For the three years ended December 31, 2019 and the four months ended April 30, 2020, the rent paid by our Group to KWG Group for leasing properties for office and staff quarters uses and car parking lots for sub-leasing are set out below:

	<b>For the year ended December 31,</b>			<b>For the four months ended April 30,</b>
	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2020</b>
	<i>(RMB million)</i>	<i>(RMB million)</i>	<i>(RMB million)</i>	<i>(RMB million)</i>
Properties for office and staff quarters uses	—	—	0.3	0.5
Car parking lots for sub-leasing	<u>8.7</u>	<u>10.4</u>	<u>13.7</u>	<u>3.2</u>
<b>Total</b>	<b><u>8.7</u></b>	<b><u>10.4</u></b>	<b><u>14.0</u></b>	<b><u>3.7</u></b>

### *Annual caps*

Our Directors estimate that for the three years ending December 31, 2022, the maximum amount of rent payable by us to KWG Group under the Property Lease Framework Agreement are set out below:

	<b>For the year ending December 31,</b>		
	<b>2020</b>	<b>2021</b>	<b>2022</b>
	<i>(RMB million)</i>	<i>(RMB million)</i>	<i>(RMB million)</i>
Properties for office and staff quarters uses	1.7	1.7	1.7
Car parking lots for sub-leasing	<u>16.4</u>	<u>19.7</u>	<u>23.6</u>
<b>Total</b>	<b><u>18.1</u></b>	<b><u>21.4</u></b>	<b><u>25.3</u></b>

The increase in the annual caps for leasing properties for office and staff quarters uses for the three years ending December 31, 2022 as compared to the historical transaction amount for the year ended December 31, 2019 is mainly because (i) some leases were commenced in September 2019 and some leases had a two-month rent free period, and therefore the historical transaction amount in respect of these properties for the year ended December 31, 2019 is not representative of the rent on a full-year basis; and (ii) we leased additional office spaces of approximately 798 sq. m. from KWG Group in 2020. Under the existing lease agreements, the rent in respect of the properties we leased from KWG Group for office and staff quarters uses is approximately RMB137,000 per month. The annual caps for the three years ending December 31, 2022 are projected based on such transaction amount on a full-year basis.

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## CONNECTED TRANSACTIONS

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The increase in the annual caps for leasing car parking lots for sub-leasing for the three years ending December 31, 2022 as compared to the historical transaction amount for the year ended December 31, 2019 is mainly due to the expected increase in the number of car parking lots which we anticipate we may lease from KWG Group from 11,453 in 2019 to approximately 13,700 in 2020, 16,500 in 2021 and 19,800 in 2022, based on the property development plan and delivery schedule of KWG Group.

Our Directors have considered the following factors in arriving at the above annual caps which are considered to be reasonable and justifiable in the circumstances:

- (i) the historical transaction amounts during the Track Record Period;
- (ii) the rent payable under the existing lease agreements; and
- (iii) the expected increase in the amount of car parking lots which we anticipate we may lease from KWG Group based on the property development plan and delivery schedule of KWG Group.

### *Implications under the Listing Rules*

Pursuant to a shareholders' agreement dated December 30, 2018 entered into between Plus Earn, Right Rich and Peace Kind, each of Plus Earn, Right Rich and Peace Kind was deemed to have interest in the shares and/or underlying shares in KWG Holdings held by the other parties under Section 317(1)(a) of the SFO. Thus, as of the Latest Practicable Date, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan were deemed to be interested in approximately 62.66%, 53.50% and 53.43% of the issued share capital of KWG Holdings, respectively. Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan will be our Controlling Shareholders upon Listing. Therefore, KWG Holdings will be an associate of our Controlling Shareholders and thus a connected person of our Company upon Listing. Accordingly, the transactions under the Property Lease Framework Agreement will constitute continuing connected transactions for our Company upon Listing.

Since each of the applicable percentage ratios under the Listing Rules in respect of the annual caps for the Property Lease Framework Agreement is expected to be more than 0.1% but less than 5% on an annual basis, the transactions under the Property Lease Framework Agreement will be subject to the reporting, annual review and announcement requirements but exempt from independent shareholders' approval requirement under Chapter 14A of the Listing Rules.



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## CONNECTED TRANSACTIONS

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### C. CONTINUING CONNECTED TRANSACTIONS SUBJECT TO THE REPORTING, ANNUAL REVIEW, ANNOUNCEMENT AND INDEPENDENT SHAREHOLDERS' APPROVAL REQUIREMENTS

#### 1. Residential Property Management Services Framework Agreement

On October 14, 2020, our Company (for ourselves and on behalf of our subsidiaries) entered into a residential property management services framework agreement with KWG Holdings (for itself and on behalf of its subsidiaries and associates) (the “**Residential Property Management Services Framework Agreement**”), pursuant to which our Group agreed to provide KWG Group and its associates with residential property management services, including but not limited to (i) pre-sale management services (the “**Residential Pre-sale Management Services**”), such as cleaning, security and maintenance services for pre-sale display units and sales offices owned by KWG Group and/or its associates; and (ii) property management services (the “**Residential Property Management Services**”), such as cleaning, security, gardening and repair and maintenance services for residential properties developed by KWG Group and/or its associates which are unsold or sold but not yet delivered to the property owners for a term commencing from the Listing Date to December 31, 2022, which may be renewed as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations. The individual residential property management services agreements to be entered into between members of our Group and members or associates of KWG Group shall only contain provisions which are, in all material aspects, consistent with the binding principles, guidelines, terms and conditions set out in the Residential Property Management Services Framework Agreement.

The fees to be charged for the Residential Pre-sale Management Services shall be determined on arm’s length basis, taking into account the nature, size and location of the properties, the scope of services and the anticipated operational costs (including labor costs, material costs and administrative costs), with reference to the rates generally offered by our Group to Independent Third Parties in respect of comparable services and the fees for similar services and types of properties in the market.

The fees to be charged for the Residential Property Management Services shall be determined on arm’s length basis, taking into account the nature, size and location of the properties, the scope of services and the anticipated operational costs (including labor costs, material costs and administrative costs), with reference to rates generally offered by our Group to Independent Third Parties and the fees for similar services and type of properties in the market. In addition, such fees shall not be higher than the standard fees designated by the relevant government authorities (if applicable), and where we are engaged by KWG Group or its associates for the Residential Property Management Services through standard public tender procedures as required under the relevant PRC laws or regulations, shall be consistent with the fees submitted in the relevant tender documents.

#### *Reasons for the transaction*

During the Track Record Period and up to the Latest Practicable Date, we provided Residential Pre-sale Management Services and Residential Property Management Services to KWG Group and its associates in our ordinary and usual course of business. It is expected that we will continue to do so in our ordinary and usual course of business upon Listing.

## CONNECTED TRANSACTIONS

### *Historical transaction amounts*

For the three years ended December 31, 2019 and the four months ended April 30, 2020, the transaction amounts paid by KWG Group and its associates to our Group for the Residential Pre-sale Management Services and Residential Property Management Services are set out below:

	<u>For the year ended December 31,</u>			<b>For the four months ended</b>
	<u>2017</u>	<u>2018</u>	<u>2019</u>	<b>April 30,</b>
	<i>(RMB million)</i>	<i>(RMB million)</i>	<i>(RMB million)</i>	<b>2020</b>
				<i>(RMB million)</i>
Residential Pre-sale Management Services	75.9	123.6	210.4	76.3
Residential Property Management Services	<u>22.8</u>	<u>33.8</u>	<u>34.8</u>	<u>12.4</u>
Total	<u><u>98.7</u></u>	<u><u>157.4</u></u>	<u><u>245.2</u></u>	<u><u>88.7</u></u>

### *Annual caps*

Our Directors estimate that the maximum amount of fees payable by KWG Group and its associates to our Group in relation to the Residential Pre-sale Management Services and Residential Property Management Services for the three years ending December 31, 2022 will be as follows:

	<u>For the year ending December 31,</u>		
	<u>2020</u>	<u>2021</u>	<u>2022</u>
	<i>(RMB million)</i>	<i>(RMB million)</i>	<i>(RMB million)</i>
Residential Pre-sale Management Services	245.1	306.4	383.0
Residential Property Management Services	<u>57.4</u>	<u>71.8</u>	<u>89.7</u>
Total	<u><u>302.5</u></u>	<u><u>378.2</u></u>	<u><u>472.7</u></u>

The increase in the annual caps for the Residential Pre-sale Management Services for the three years ending December 31, 2022 as compared to the historical transaction amount for the year ended December 31, 2019 is mainly due to the expected increase in demand for the Residential Pre-sale Management Services from KWG Group and its associates, taking into consideration (i) the existing contracts under which we are engaged by KWG Group and its associates to provide the Residential Pre-sale Management Services; and (ii) the expected increase in the number of projects for which we anticipate we may be engaged by KWG Group and its associates to provide the Residential Pre-sale Management Services from 63 in 2019 to approximately 72 in 2020, 92 in 2021 and 121 to 2022, based on the property development plan and delivery schedule of KWG Group and its associates.

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## CONNECTED TRANSACTIONS

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Our Directors have considered the following factors in arriving at the above annual caps for the Residential Pre-sale Management Services which are considered to be reasonable and justifiable in the circumstances:

- (i) the historical transaction amounts of the Residential Pre-sale Management Services during the Track Record Period;
- (ii) the projected transaction amounts in respect of the residential properties developed by KWG Group and its associates for which we are engaged to provide the Residential Pre-sale Management Services under the existing contracts; and
- (iii) the estimated number of projects and the projected transaction amounts in respect of the residential properties developed by KWG Group and its associates for which we anticipate we may be engaged to provide the Residential Pre-sale Management Services based on the property development plan and delivery schedule of KWG Group and its associates.

The increase in the annual caps for the Residential Property Management Services for the three years ending December 31, 2022 as compared to the historical transaction amount for the year ended December 31, 2019 is mainly due to the expected increase in demand for the Residential Property Management Services from KWG Group and its associates, taking into consideration (i) the existing contracts under which we are engaged by KWG Group and its associates to provide the Residential Property Management Services; (ii) the expected increasing GFA of the properties for which we anticipate we may be engaged by KWG Group and its associates to provide the Residential Property Management Services from approximately 1.0 million sq. m. in 2019<sup>(Note)</sup> to approximately 1.6 million sq. m. in 2020, 1.9 million sq. m. in 2021 and 2.3 million sq. m. in 2022, based on the property development plan and delivery schedule of KWG Group and its associates; and (iii) the expected increment in the fees for the Residential Property Management Services at approximately 5% per year.

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*Note:*

The GFA of the properties for which we were engaged by KWG Group and its associates to provide the Residential Property Management Services in 2019 is calculated by dividing the historical transaction amount of such services in 2019 by the average monthly management fee for such services per sq. m. in 2019 and the estimated period of providing such services in 2019.

Our Directors have considered the following factors in arriving at the above annual caps for the Residential Property Management Services which are considered to be reasonable and justifiable in the circumstances:

- (i) the historical transaction amounts of the Residential Property Management Services during the Track Record Period;
- (ii) the projected transaction amounts in respect of the residential properties developed by KWG Group and its associates for which we are engaged to provide the Residential Property Management Services under the existing contracts;

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## CONNECTED TRANSACTIONS

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- (iii) the estimated GFA and the projected transaction amounts in respect of the residential properties developed by KWG Group and its associates for which we anticipate we may be engaged to provide the Residential Property Management Services based on the property development plan and delivery schedule of KWG Group and its associates; and
- (iv) the expected increment in the fees for the Residential Property Management Services.

### *Implications under the Listing Rules*

Pursuant to a shareholders' agreement dated December 30, 2018 entered into between Plus Earn, Right Rich and Peace Kind, each of Plus Earn, Right Rich and Peace Kind was deemed to have interest in the shares and/or underlying shares in KWG Holdings held by the other parties under Section 317(1)(a) of the SFO. Thus, as of the Latest Practicable Date, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan were deemed to be interested in approximately 62.66%, 53.50% and 53.43% of the issued share capital of KWG Holdings, respectively. Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan will be our Controlling Shareholders upon Listing. Therefore, KWG Holdings will be an associate of our Controlling Shareholders and thus a connected person of our Company upon Listing. Accordingly, the transactions under the Residential Property Management Services Framework Agreement will constitute continuing connected transactions for our Company upon Listing.

Since each of the applicable percentage ratios under the Listing Rules in respect of the annual caps for the Residential Property Management Services Framework Agreement is expected to be more than 5% on an annual basis, the transactions under the Residential Property Management Services Framework Agreement will be subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **2. Property Agency Services Framework Agreement**

On October 14, 2020, our Company (for ourselves and on behalf of our subsidiaries) entered into a property agency services framework agreement with KWG Holdings (for itself and on behalf of its subsidiaries and associates) (the "**Property Agency Services Framework Agreement**"), pursuant to which our Group agreed to provide KWG Group and its associates with property agency services (the "**Property Agency Services**") for properties developed by KWG Group and/or its associates for a term commencing from the Listing Date to December 31, 2022, which may be renewed as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations. The individual property agency services agreements to be entered into between members of our Group and members or associates of KWG Group shall only contain provisions which are, in all material aspects, consistent with the binding principles, guidelines, terms and conditions set out in the Property Agency Services Framework Agreement.

The fees for the Property Agency Services shall be charged at a commission rate with reference to the price of the properties sold, and the commission rate shall be determined on arm's length basis with reference to the commission rates generally offered by our Group to Independent Third Parties and the commission rates for similar services and type of properties in the market.

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## CONNECTED TRANSACTIONS

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### *Reasons for the transaction*

During the year ended December 31, 2019 and up to the Latest Practicable Date, we provided the Property Agency Services to KWG Group and its associates in our ordinary and usual course of business. It is expected that we will continue to do so in our ordinary and usual course of business upon Listing.

### *Historical transaction amounts*

For the three years ended December 31, 2019 and the four months ended April 30, 2020, the transaction amounts paid by KWG Group and its associates to our Group for the Property Agency Services are nil, nil, RMB96.2 million and RMB55.9 million.

### *Annual caps*

Our Directors estimate that the maximum amount of fees payable by KWG Group and its associates to our Group in relation to the Property Agency Services for the three years ending December 31, 2022 will be RMB225.9 million, RMB356.8 million and RMB470.6 million.

The increase in the annual caps for the Property Agency Services for the three years ending December 31, 2022 as compared to the historical transaction amount for the year ended December 31, 2019 is mainly because the Property Agency Services were only commenced in September 2019. In addition, the demand for the Property Agency Services from KWG Group and its associates is expected to increase, given (i) the existing contracts under which we are engaged by KWG Group and its associates to provide the Property Agency Services; and (ii) the expected increasing total value of the properties to be sold by KWG Group and its associates for which we anticipate we may be engaged by KWG Group and its associates to provide the Property Agency Services from RMB10.7 billion in 2019<sup>(Note)</sup> to approximately RMB24.8 billion in 2020, RMB39.1 billion in 2021 and RMB51.6 billion in 2022, based on the property development plan and sale schedule of KWG Group and its associates.

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#### *Note:*

The total value of the properties for which we were engaged by KWG Group and its associates to provide the Property Agency Services in 2019 is calculated by dividing the historical transaction amount of such services in 2019 by our estimated average commission rate for such services in 2019.

Our Directors have considered the following factors in arriving at the above annual caps for the Property Agency Services which are considered to be reasonable and justifiable in the circumstances:

- (i) the historical transaction amount of the Property Agency Services for the year ended December 31, 2019 and the four months ended April 30, 2020;
- (ii) the projected transaction amounts in respect of the properties developed by KWG Group and its associates for which we are engaged to provide the Property Agency Services under the existing contracts; and

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## CONNECTED TRANSACTIONS

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- (iii) the estimated total value and the projected transaction amounts in respect of the properties to be sold by KWG Group and its associates for which we anticipate we may be engaged to provide the Property Agency Services based on the property development plan and sale schedule of KWG Group and its associates.

### *Implications under the Listing Rules*

Pursuant to a shareholders' agreement dated December 30, 2018 entered into between Plus Earn, Right Rich and Peace Kind, each of Plus Earn, Right Rich and Peace Kind was deemed to have interest in the shares and/or underlying shares in KWG Holdings held by the other parties under Section 317(1)(a) of the SFO. Thus, as of the Latest Practicable Date, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan are deemed to be interested in approximately 62.66%, 53.50% and 53.43% of the issued share capital of KWG Holdings, respectively. Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan will be our Controlling Shareholders upon Listing. Therefore, KWG Holdings will be an associate of our Controlling Shareholders and thus a connected person of our Company upon Listing. Accordingly, the transactions under the Property Agency Services Framework Agreement will constitute continuing connected transactions for our Company upon Listing.

Since each of the applicable percentage ratios under the Listing Rules in respect of the annual caps for the Property Agency Services Framework Agreement is expected to be more than 5% on an annual basis, the transactions under the Property Agency Services Framework Agreement will be subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **3. Commercial Property Management Services Framework Agreement**

On October 14, 2020, our Company (for ourselves and on behalf of our subsidiaries) entered into a commercial property management services framework agreement with KWG Holdings (for itself and on behalf of its subsidiaries and associates) (the "**Commercial Property Management Services Framework Agreement**"), pursuant to which our Group agreed to provide KWG Group and its associates with commercial property management services, including but not limited to (i) pre-sale management services (the "**Commercial Pre-sale Management Services**"), such as cleaning, security and maintenance services for pre-sale display units and sales offices of commercial properties owned by KWG Group and/or its associates; and (ii) commercial property management services (the "**Commercial Property Management Services**"), such as file management, cleaning, security, gardening, and repair and maintenance services for commercial properties developed by KWG Group and/or its associates which are (a) unsold or sold but not yet delivered to the new owners; (b) pending to be leased out; or (c) owned by KWG Group and/or its associates for their own use for a term commencing from the Listing Date to December 31, 2022, which may be renewed as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations. The individual commercial property management services agreements to be entered into between members of our Group and members or associates of KWG Group shall only contain provisions which are, in all material aspects, consistent with the binding principles, guidelines, terms and conditions set out in the Commercial Property Management Services Framework Agreement.



## CONNECTED TRANSACTIONS

The fees to be charged for the Commercial Pre-sale Management Services and Commercial Property Management Services shall be determined on arm's length basis, taking into account the nature, size and location of the properties, the scope of services and the anticipated operational costs (including labor costs, material costs and administrative costs), with reference to rates generally offered by our Group to Independent Third Parties and the fees for similar services and type of properties in the market.

### *Reasons for the transaction*

During the Track Record Period and up to the Latest Practicable Date, we provided Commercial Pre-sale Management Services and Commercial Property Management Services to KWG Group and its associates in our ordinary and usual course of business. It is expected that we will continue to do so in our ordinary and usual course of business upon Listing.

### *Historical transaction amounts*

For the three years ended December 31, 2019 and the four months ended April 30, 2020, the transaction amounts for the Commercial Pre-sale Management Services and Commercial Property Management Services are set out below:

	<u>For the year ended December 31,</u>			<b>For the four months ended</b>
	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>April 30,</u> <u>2020</u>
	<i>(RMB million)</i>	<i>(RMB million)</i>	<i>(RMB million)</i>	<i>(RMB million)</i>
Commercial Pre-sale Management Services	13.3	12.9	18.6	2.8
Commercial Property Management Services	<u>5.9</u>	<u>52.9</u>	<u>116.0</u>	<u>38.5</u>
Total	<u>19.2</u>	<u>65.8</u>	<u>134.6</u>	<u>41.3</u>

### *Annual caps*

Our Directors estimate that the maximum amount of fees payable by KWG Group and its associates to us in relation to the Commercial Pre-sale Management Services and Commercial Property Management Services for the three years ending December 31, 2022 will be as follows:

	<u>For the year ending December 31,</u>		
	<u>2020</u>	<u>2021</u>	<u>2022</u>
	<i>(RMB million)</i>	<i>(RMB million)</i>	<i>(RMB million)</i>
Commercial Pre-sale Management Services	23.3	29.1	36.4
Commercial Property Management Services	<u>100.2</u>	<u>124.4</u>	<u>145.7</u>
Total	<u>123.5</u>	<u>153.5</u>	<u>182.1</u>



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## CONNECTED TRANSACTIONS

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The increase in the annual caps for the Commercial Pre-sale Management Services for the three years ending December 31, 2022 as compared to the historical transaction amount for the year ended December 31, 2019 is mainly due to the expected increase in demand for the Commercial Pre-sale Management Services from KWG Group and its associates, taking into consideration (i) the existing contracts under which we are engaged by KWG Group and its associates to provide the Commercial Pre-sale Management Services; and (ii) the expected increase in the number of projects for which we anticipate we may be engaged by KWG Group and its associates to provide the Commercial Pre-sale Management Services from 5 in 2019 to approximately 7 in 2020, 9 in 2021 and 12 in 2022, based on the property development plan and delivery schedule of KWG Group and its associates. The estimated annual cap for the Commercial Pre-sale Management Services of RMB36.4 million in 2022 represents an increase from the historical transaction amount of RMB18.6 million in 2019 by approximately 95.7%, which we consider to be reasonably supported by the increase in the number of the underlying projects from 5 in 2019 to 12 in 2022 by 140%.

As disclosed in the 2019 annual report of KWG Holdings, KWG Group will focus on the development of commercial properties and expects that more new offices and shopping malls will be opened in the future, including two shopping malls expected to be opened by the end of 2020. We have secured the commercial property management and operational service contract for one of these two shopping malls and expect to be able to secure the relevant contract for the other shopping mall. Furthermore, as disclosed in the 2019 annual report of KWG Holdings, KWG Group has two major commercial properties under development, which are solely developed by itself with a total GFA of approximately 0.5 million sq.m. We have secured the commercial pre-sale management service and commercial property management service contracts for both of these two properties. The abovementioned projects are anticipated to drive the increasing demand for our Commercial Pre-sale Management Services and Commercial Property Management Services and/or Commercial Operational Services from 2020 to 2022.

Our Directors have considered the following factors in arriving at the above annual caps for the Commercial Pre-sale Management Services which are considered to be reasonable and justifiable in the circumstances:

- (i) the historical transaction amounts of the Commercial Pre-sale Management Services during the Track Record Period;
- (ii) the projected transaction amounts in respect of the commercial properties developed by KWG Group and its associates for which we are engaged to provide the Commercial Pre-sale Management Services under the existing contracts; and
- (iii) the estimated number of projects and the projected transaction amounts in respect of the commercial properties developed by KWG Group and its associates for which we anticipate we may be engaged to provide the Commercial Pre-sale Management Services based on the property development plan and delivery schedule of KWG Group and its associates.

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## CONNECTED TRANSACTIONS

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The increase in the annual caps for the Commercial Property Management Services for the two years ending December 31, 2022 as compared to the historical transaction amount for the year ended December 31, 2019 is mainly due to the expected increase in demand for the Commercial Property Management Services from KWG Group and its associates, taking into consideration (i) the existing contracts under which we are engaged by KWG Group and its associates to provide the Commercial Property Management Services; (ii) the expected increase in the GFA of the properties for which we anticipate we may be engaged by KWG Group and its associates to provide the Commercial Property Management Services from approximately 490,000 sq. m. in 2019<sup>(Note)</sup> to approximately 532,000 sq. m. in 2022, based on the property development plan, delivery schedule and leasing schedule of KWG Group and its associates; and (iii) the expected increment in the fees for the Commercial Property Management Services at approximately 5% per year. The estimated annual cap for the Commercial Property Management Services of RMB145.7 million in 2022 represents an increase from the historical transaction amount of RMB116.0 million in 2019 by approximately 25.6%, which we consider to be reasonably supported by (i) the increase in the GFA of the underlying projects from 490,000 sq. m. in 2019 to 532,000 sq. m. in 2022 by approximately 8.6%; and (ii) the expected increment in the fees for such services at approximately 5% per year, which equals to an increase in such fees by approximately 15.8% from 2019 to 2022.

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*Note:*

The GFA of the properties for which we were engaged by KWG Group and its associates to provide the Commercial Property Management Services in 2019 is calculated by dividing the historical transaction amount of such services in 2019 by the average monthly management fee for such services per sq. m. in 2019 and the estimated period of providing such services in 2019.

Our Directors have considered the following factors in arriving at the above annual caps for the Commercial Property Management Services which are considered to be reasonable and justifiable in the circumstances:

- (i) the historical transaction amounts of the Commercial Property Management Services during the Track Record Period;
- (ii) the projected transaction amounts in respect of the commercial properties developed by KWG Group and its associates for which we are engaged to provide the Commercial Property Management Services under the existing contracts;
- (iii) the estimated GFA and the projected transaction amounts in respect of the properties developed by KWG Group and its associates for which we anticipate we may be engaged to provide the Commercial Property Management Services based on the property development plan and delivery schedule of KWG Group and its associates; and
- (iv) the expected increment in the fees for the Commercial Property Management Services.

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## CONNECTED TRANSACTIONS

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### *Implications under the Listing Rules*

Pursuant to a shareholders' agreement dated December 30, 2018 entered into between Plus Earn, Right Rich and Peace Kind, each of Plus Earn, Right Rich and Peace Kind was deemed to have interest in the shares and/or underlying shares in KWG Holdings held by the other parties under Section 317(1)(a) of the SFO. Thus, as of the Latest Practicable Date, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan are deemed to be interested in approximately 62.66%, 53.50% and 53.43% of the issued share capital of KWG Holdings, respectively. Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan will be our Controlling Shareholders upon Listing. Therefore, KWG Holdings will be an associate of our Controlling Shareholders and thus a connected person of our Company upon Listing. Accordingly, the transactions under the Commercial Property Management Services Framework Agreement will constitute continuing connected transactions for our Company upon Listing.

Since each of the applicable percentage ratios under the Listing Rules in respect of the annual caps for the Commercial Property Management Services Framework Agreement is expected to be more than 5% on an annual basis, the transactions under the Commercial Property Management Services Framework Agreement will be subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

#### **4. Commercial Operational and Value-added Services Framework Agreement**

On October 14, 2020, our Company (for ourselves and on behalf of our subsidiaries) entered into a commercial operational and value-added services framework agreement with KWG Holdings (for itself and on behalf of its subsidiaries and associates) (the "**Commercial Operational and Value-added Services Framework Agreement**"), pursuant to which our Group agreed to provide KWG Group and its associates with (i) commercial operational services (the "**Commercial Operational Services**"), such as preliminary planning and consultancy, tenant sourcing and management, and marketing and promotion services, for commercial properties owned by KWG Group and/or its associates; and (ii) other value-added services (the "**Commercial Value-added Services**"), such as providing assistance in leasing out common areas, advertising spaces and empty floor space, for properties owned by KWG Group and/or its associates for a term commencing from the Listing Date to December 31, 2022, which may be renewed as the parties may mutually agree, subject to compliance with the requirements under Chapter 14A of the Listing Rules and all other applicable laws and regulations. The individual commercial operational and value-added services agreements to be entered into between members of our Group and members or associates of KWG Group shall only contain provisions which are, in all material aspects, consistent with the binding principles, guidelines, terms and conditions set out in the Commercial Operational and Value-added Services Framework Agreement.

The fees to be charged for the Commercial Operational Services and the Commercial Value-added Services shall be determined on arm's length basis, taking into account the nature, size and location of the properties, the scope of services and the anticipated operational costs (including labor costs, material costs and administrative costs), with reference to rates generally offered by our Group to Independent Third Parties and the fees for similar services and type of properties in the market.

## CONNECTED TRANSACTIONS

### *Reasons for the transaction*

During Track Record Period and up to the Latest Practicable Date, we provided the Commercial Operational Services and the Commercial Value-added Services to KWG Group and its associates in our ordinary and usual course of business. It is expected that we will continue to do so in our ordinary and usual course of business upon Listing.

### *Historical transaction amounts*

For the three years ended December 31, 2019 and the four months ended April 30, 2020, the transaction amounts paid by KWG Group and its associates to our Group for the Commercial Operational Services and the Commercial Value-added Services are set out below:

	For the year ended December 31,			For the four months ended April 30,
	2017	2018	2019	2020
	<i>(RMB million)</i>	<i>(RMB million)</i>	<i>(RMB million)</i>	<i>(RMB million)</i>
Commercial Operational Services	28.4	44.7	42.5	25.5
Commercial Value-added Services	0.1	6.0	9.2	2.4
Total	28.5	50.7	51.7	27.9

### *Annual caps*

Our Directors estimate that the maximum amount of fees payable by KWG Group and its associates to our Group in relation to the Commercial Operational Services and the Commercial Value-added Services for the three years ending December 31, 2022 will be as follows:

	For the year ending December 31,		
	2020	2021	2022
	<i>(RMB million)</i>	<i>(RMB million)</i>	<i>(RMB million)</i>
Commercial Operational Services	95.3	136.9	156.8
Commercial Value-added Services	13.0	13.9	16.1
Total	108.3	150.8	172.9

The increase in the annual caps for the Commercial Operational Services for the three years ending December 31, 2022 as compared to the historical transaction amount for the year ended December 31, 2019 is mainly due to the expected increase in demand for the Commercial Operational Services from KWG Group and its associates, taking into consideration (i) the existing arrangements under which we are engaged by KWG Group and its associates to provide the Commercial Operational Services; (ii) the expected increasing GFA of the shopping malls for which we anticipate we may be engaged by KWG Group and its associates to provide

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## CONNECTED TRANSACTIONS

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the Commercial Operational Services (apart from tenant sourcing service) from approximately 488,000 sq. m. in 2019 to approximately 555,000 sq. m. in 2020, 726,000 sq. m. in 2021 and 820,000 sq. m. in 2022, based on the property development plan of KWG Group and its associates; (iii) the expected increasing GFA of the shopping malls for which we anticipate we may be engaged by KWG Group and its associates to provide tenant sourcing service from approximately 81,000 sq. m. in 2019 to approximately 171,000 sq. m. in 2020, 198,000 sq. m. in 2021 and 214,000 sq. m. in 2022; (iv) the expected increase in the average tenant sourcing service fees by approximately 33.1% from 2019 to 2022, considering that the shopping malls for which we provided tenant sourcing service to KWG Group and its associates in 2019 were mainly smaller-scale community shopping malls for which the tenant sourcing service fees were relatively lower whereas the shopping malls for which we anticipate we may provide tenant sourcing services to KWG Group and its associates from 2020 to 2022 are mainly larger-scale or high-end shopping malls for which the tenant sourcing service fees are expected to be higher; (v) we expect that the average occupancy rate of the shopping malls under our management will increase from approximately 91.3% in 2019 to approximately 92.8% in 2022 as they gradually gain popularity and shopper flow when their operation become mature; and (vi) we expect that there will be a general increment in the rent of the shopping malls at approximately 5% per year, resulting in an increase in such rent by approximately 15.8% from 2019 to 2022, and thus our fees for the Commercial Operational Services (apart from tenant sourcing service), which are charged at a commission rate based on the rent received, are expected to increase as well.

Our Directors have considered the following factors in arriving at the above annual caps for the Commercial Operational Services which are considered to be reasonable and justifiable in the circumstances:

- (i) the historical transaction amounts of the Commercial Operational Services during the Track Record Period;
- (ii) the projected transaction amounts in respect of the commercial properties developed by KWG Group and its associates for which we are engaged to provide the Commercial Operational Services under the existing arrangements; and
- (iii) the estimated GFA and the projected transaction amounts in respect of the commercial properties developed by KWG Group and its associates for which we anticipate we may be engaged to provide the Commercial Operational Services based on the property development plan of KWG Group and its associates.

The increase in the annual caps for the Commercial Value-added Services for the three years ending December 31, 2022 as compared to the historical transaction amount for the year ended December 31, 2019 is mainly due to the expected increase in demand for the Commercial Value-added Services from KWG Group and its associates, taking into consideration (i) the existing contracts under which we are engaged by KWG Group and its associates to provide the Commercial Value-added Services; (ii) the historical growth of the transaction amounts for the Commercial Value-added Services from RMB6.0 million in 2018 to RMB9.2 million in 2019, representing a growth rate of approximately 53.3%; and (iii) based on the unaudited management accounts of our Group, the transaction amount of the Commercial Value-added Services for the six months ended June 30, 2020 of RMB5.4 million, which was generally proportional to the annual cap for such services for 2020.

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## CONNECTED TRANSACTIONS

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Our Directors have considered the following factors in arriving at the above annual caps for the Commercial Value-added Services which are considered to be reasonable and justifiable in the circumstances:

- (i) the historical transaction amounts of the Commercial Value-added Services during the Track Record Period;
- (ii) the projected transaction amounts in respect of the commercial properties developed by KWG Group and its associates for which we are engaged to provide the Commercial Value-added Services under the existing contracts; and
- (iii) the estimated GFA and the projected transaction amounts in respect of the commercial properties developed by KWG Group and its associates for which we anticipate we may be engaged to provide the Commercial Value-added Services based on the property development plan of KWG Group and its associates.

### *Implications under the Listing Rules*

Pursuant to a shareholders' agreement dated December 30, 2018 entered into between Plus Earn, Right Rich and Peace Kind, each of Plus Earn, Right Rich and Peace Kind was deemed to have interest in the shares and/or underlying shares in KWG Holdings held by the other parties under Section 317(1)(a) of the SFO. Thus, as of the Latest Practicable Date, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan are deemed to be interested in approximately 62.66%, 53.50% and 53.43% of the issued share capital of KWG Holdings, respectively. Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan will be our Controlling Shareholders upon Listing. Therefore, KWG Holdings will be an associate of our Controlling Shareholders and thus a connected person of our Company upon Listing. Accordingly, the transactions under the Commercial Operational and Value-added Services Framework Agreement will constitute continuing connected transactions for our Company upon Listing.

Since each of the applicable percentage ratios under the Listing Rules in respect of the annual caps for the Commercial Operational and Value-added Services Framework Agreement is expected to be more than 5% on an annual basis, the transactions under the Commercial Operational and Value-added Services Framework Agreement will be subject to the reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

### **APPLICATION FOR WAIVER**

The transactions described under the paragraph headed "B. Continuing connected transactions subject to the reporting, annual review and announcement requirements but exempt from the independent shareholders' approval requirement" above constitute our continuing connected transactions under the Listing Rules which are subject to the reporting, annual review and announcement requirements but exempt from the independent shareholders' approval requirement of the Listing Rules.



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## CONNECTED TRANSACTIONS

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The transactions described under the paragraph headed “C. Continuing connected transactions subject to the reporting, annual review, announcement and independent shareholders’ approval requirements” above constitute our continuing connected transactions under the Listing Rules which are subject to the reporting, annual review, announcement and independent shareholders’ approval requirements of the Listing Rules.

In respect of these continuing connected transactions, pursuant to Rule 14A.105 of the Listing Rules, we have applied for, and the Stock Exchange has granted, waivers exempting us from strict compliance with (i) the announcement requirement under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as disclosed in the paragraph headed “B. Continuing connected transactions subject to the reporting, annual review and announcement requirements but exempt from the independent shareholders’ approval requirement” above and (ii) the announcement and independent shareholders’ approval requirements under Chapter 14A of the Listing Rules in respect of the continuing connected transactions as disclosed in the paragraph headed “C. Continuing connected transactions subject to the reporting, annual review, announcement and independent shareholders’ approval requirements” above, subject to the condition that the aggregate amounts of the continuing connected transactions for each financial year shall not exceed the relevant amounts set forth in the respective annual caps (as stated above).

### **DIRECTORS’ VIEWS**

Our Directors (including our independent non-executive Directors) consider that all the continuing connected transactions described under the paragraphs headed “B. Continuing connected transactions subject to the reporting, annual review and announcement requirements but exempt from the independent shareholders’ approval requirement” and “C. Continuing connected transactions subject to the reporting, annual review, announcement and independent shareholders’ approval requirements” above have been and will be entered into: (i) in the ordinary and usual course of our business; (ii) on normal commercial terms or better; and (iii) in accordance with the respective terms that are fair and reasonable and in the interests of our Company and our Shareholders as a whole.

Our Directors (including our independent non-executive Directors) are of the view that the annual caps of the continuing connected transactions under the paragraphs headed “B. Continuing connected transactions subject to the reporting, annual review and announcement requirements but exempt from the independent shareholders’ approval requirement” and “C. Continuing connected transactions subject to the reporting, annual review, announcement and independent shareholders’ approval requirements” above are fair and reasonable and are in the interests of our Shareholders as a whole.

### **JOINT SPONSORS’ VIEW**

The Joint Sponsors are of the view (i) that the continuing connected transactions described in the paragraphs headed “B. Continuing connected transactions subject to the reporting, annual review and announcement requirements but exempt from the independent shareholders’ approval requirement” and “C. Continuing connected transactions subject to the reporting, annual review, announcement and independent shareholders’ approval requirements” above have been and will be entered into in the ordinary and usual course of our business, on normal commercial terms or better, that are fair and reasonable and in the interests of our Company and our Shareholders as a whole, and (ii) that the proposed annual caps of such continuing connected transactions are fair and reasonable and in the interests of our Company and our Shareholders as a whole.



## DIRECTORS AND SENIOR MANAGEMENT

### BOARD OF DIRECTORS

Our Board consists of seven Directors, comprising three executive Directors, one non-executive Director and three independent non-executive Directors. The powers and duties of our Board include convening general meetings and reporting our Board's work at our Shareholders' meetings, determining our business and investment plans, preparing our annual financial budgets and final reports, formulating proposals for profit distributions and exercising other powers, functions and duties as conferred by the Articles. We have entered into service agreements with each of our executive Directors. We have also entered into letters of appointments with each of our non-executive Director and independent non-executive Directors.

The table below shows certain information in respect of members of our Board and senior management of our Company:

#### Members of our Board

<u>Name</u>	<u>Age</u>	<u>Date of joining our Group</u>	<u>Date of appointment as Director</u>	<u>Existing position in our Group</u>	<u>Role and responsibilities in our Group</u>	<u>Relationship with other Directors and senior management</u>
Mr. Kong Jiannan (孔健楠)	54	May 13, 2004	September 11, 2019	Executive Director and chief executive officer	Responsible for the overall management and operation of our Group	Brother of Mr. Kong Jianmin
Ms. Yang Jingbo (楊靜波)	42	September 25, 2009	June 19, 2020	Executive Director and general manager of the financial management center of our Group	Responsible for the financial management of our Group	None
Mr. Wang Yue (王躍)	39	June 1, 2016	June 19, 2020	Executive Director and general manager of the residential property management department of our Group	Responsible for the daily operation of the residential property management service business of our Group	None
Mr. Kong Jianmin (孔健岷)	52	June 19, 2020	June 19, 2020	Non-executive Director and the chairman of our Board	Responsible for providing guidance and formulation of business strategies for the overall development of our Group	Brother of Mr. Kong Jiannan
Ms. Liu Xiaolan (劉曉蘭)	54	October 9, 2020	October 9, 2020	Independent non-executive Director	Responsible for providing independent advice on the operations and management of our Group	None
Mr. Fung Che Wai, Anthony (馮志偉)	51	October 9, 2020	October 9, 2020	Independent non-executive Director	Responsible for providing independent advice on the operations and management of our Group	None
Ms. Ng Yi Kum (伍綺琴)	63	October 9, 2020	October 9, 2020	Independent non-executive Director	Responsible for providing independent advice on the operations and management of our Group	None

## DIRECTORS AND SENIOR MANAGEMENT

### Members of our senior management

Name	Age	Date of joining our Group	Date of appointment as senior management	Existing Position in our Group	Role and responsibilities in our Group	Relationship with other Directors and senior management
Ms. Kuang Xiaoling (曠曉玲)	43	March 12, 2007	February 24, 2020	General manager of human resources and administration center of our Group	Responsible for the management of human resources and administrative matters of our Group	None
Mr. Fang Shuyang (方舒陽)	40	January 11, 2018	December 13, 2019	General manager of Yijia Chuangsheng	Responsible for the property management service business of our Group	None
Mr. Liu Siyu (劉思宇)	35	March 13, 2017	February 24, 2020	General manager of Guanli Property	Responsible for the daily operation of property agency business of our Group	None
Mr. Chen Yan (陳彥)	39	April 10, 2012	February 24, 2020	General manager of legal center of our Group	Responsible for overseeing the legal and compliance matters of our Group	None

### Executive Directors

**Mr. Kong Jiannan (孔健楠)**, aged 54, was appointed as our Director on September 11, 2019 and was re-designated as our executive Director and chief executive officer on June 19, 2020. He is responsible for the overall management and operation of our Group. He currently holds directorships in various subsidiaries of our Group.

Mr. Kong Jiannan has over 20 years of experience in the real estate industry. He joined our Group in May 2004 as a director of Ningjun Property, where he was primarily responsible for the overall management of Ningjun Property. Prior to joining our Group, from September 1984 to October 1997, he worked at the Dongshan District Justice Bureau (東山區司法局) in Guangzhou, the PRC, where he last served as a section chief. From November 1997 to June 2007, he served as a director of Guangzhou Hejing Real Estate Co., Ltd. (廣州合景房地產開發有限公司), a subsidiary of the KWG Holdings, where he was primarily responsible for coordinating and managing human resources, administrative management and IT management. Since June 2007, he has been an executive director and an executive vice president of KWG Holdings, where he is responsible for coordinating and managing human resources, administrative management, IT management and legal affairs.

Mr. Kong Jiannan has been a president of the 17th General Committee of Hong Kong Industrial & Commercial Association (香港工商總會) since August 2019, and an executive council member of the 2nd Council of Happy Hong Kong Foundation (築福香港基金會) since September 2018. He has also been a council member of Guangzhou Chuanshuo Children's Culture Foundation (廣州船說少兒文化基金會) since March 2017.

Mr. Kong Jiannan graduated from the Guangzhou Radio and TV University (廣州市廣播電視大學) (also known as the Open University of China (Guangzhou) (國家開放大學(廣州))) in the PRC majoring in law in October 1988.

Mr. Kong Jiannan is the brother of Mr. Kong Jianmin, our non-executive Director.

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## DIRECTORS AND SENIOR MANAGEMENT

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**Ms. Yang Jingbo (楊靜波)**, aged 42, was appointed as our executive Director on June 19, 2020 and is primarily responsible for the financial management of our Group. Ms. Yang is also the general manager of the financial management center of our Group.

Ms. Yang has over 19 years of experience in the real estate industry. She joined our Group in September 2009 as the senior manager of tax of our Group. From September 2009 to February 2020, she successively served as the senior manager of tax, the deputy general manager of financial sharing center and the general manager of finance and tax. She was appointed as the general manager of the financial management center of our Group in February 2020. Prior to joining our Group, from July 2000 to September 2009, she served as manager of finance and tax of the Guangzhou regional branch (廣州地區公司) of Hopson Development Holdings Limited (合生創展集團有限公司), a property developer whose shares are listed on the Main Board of the Stock Exchange (stock code: 0754), where she was primarily responsible for financial and tax management.

Ms. Yang is currently a member of the China Real Estate Industry Tax Compliance Promotion Committee (中國房地產開發行業稅法遵從提升委員會). She has been the vice president as well as the president of South China division of the Communication Platform of the Corporate Chief Tax Officer (企業稅務總監交流平台) since October 2019. She was a deputy supervisor of Financial Management Committee of Guangdong Real Estate Association (廣東省房地產行業協會財務管理專業委員會) from July 2015 to June 2018. Ms. Yang is a main author of the publications namely Analysis of the Practical Points of Collecting Value-added Tax in lieu of Business Tax (《營改增實務點解構》) and Practice of the Filing of Returns of Individual Income Tax on Comprehensive Income on a Consolidated Basis (《個人所得稅綜合所得滙算清繳實務》).

Ms. Yang obtained a bachelor's degree in auditing from Guangdong Business College (廣東商學院) (now known as Guangdong University of Finance & Economics (廣東財經大學)) in the PRC in June 2000, and an executive master of business administration degree from Jinan University (暨南大學) in the PRC in December 2015. She obtained a qualification of intermediate accountant granted by the Ministry of Finance of the PRC (中華人民共和國財政部) in May 2006, a qualification of certified internal auditor granted by the Institute of Internal Auditors in November 2006 and a qualification of tax accountant granted by the China Association of Chief Financial Officers (中國總會計師協會) in June 2010.

**Mr. Wang Yue (王躍)**, aged 39, was appointed as our executive Director on June 19, 2020 and is responsible for the daily operation of the residential property management service business of our Group. Mr. Wang is also the general manager of the residential property management department of our Group.

Mr. Wang has over 11 years of experience in the property management industry. Mr. Wang joined our Group in June 2016 as the deputy general manager of the residential property management department of our Group. Prior to joining our Group, from August 2008 to July 2011, he served as a regional manager of the Beijing branch of Changcheng Property Group Co., Ltd. (長城物業集團股份有限公司), a property management service provider in the PRC, where he was responsible for overseeing the daily operation. From August 2011 to May 2016, he worked at Beijing Longfor Property Services Co., Ltd. (北京龍湖物業服務有限公司), a subsidiary of (Longfor Group Holdings Limited (龍湖集團控股有限公司)), a property developer in the PRC whose shares are listed on the Main Board of the Stock Exchange (stock code: 0960), where he last served as the director of the company's property management division, and he was responsible for overseeing the operation and management of regional companies of the group.

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## DIRECTORS AND SENIOR MANAGEMENT

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Mr. Wang obtained a qualification of property manager granted by the Beijing Municipal Human Resources and Social Security Bureau (北京市人力資源和社會保障局) in October 2010 and a qualification of certified property manager granted by the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) in February 2014.

Mr. Wang obtained a bachelor's degree in business administration from Beijing University of Chemical Technology (北京化工大學) in the PRC in January 2008. He is pursuing a master's degree in business administration through long distance learning program in Business School Netherlands in Netherlands.

### **Non-executive Director**

**Mr. Kong Jianmin (孔健岷)**, aged 52, was appointed as our non-executive Director and chairman of our Board on June 19, 2020. Mr. Kong Jianmin is responsible for providing guidance and formulation of business strategies for the overall development of our Group.

Mr. Kong Jianmin has over 25 years of experience in property development and investment. He founded KWG Group in November 1994. From November 1994 to April 1995, he served as a general manager of Guangzhou Xinhengchang Enterprises Development Co., Ltd. (廣州新恒昌企業發展有限公司), a subsidiary of the KWG Holdings, where he was primarily responsible for the formulation of strategies and operation plans as well as the implementation of the business plans. From June 1995 to June 2007, he served as the chairman of the board of Guangzhou Hejing Real Estate Development Ltd. (廣州合景房地產開發有限公司), a subsidiary of the KWG Holdings, where he was responsible for strategic planning and implementation, sales and marketing of the company. Since July 2007, he has been an executive director and the chairman of the board of directors of KWG Holdings and is responsible for the formulation of the development strategies, as well as supervising project planning, business operation and sales and marketing of the KWG Group. Prior to founding the KWG Group, from December 1985 to July 1993, he worked at the Baiyun Road Sub-Branch of the Guangzhou Branch of Industrial and Commercial Bank of China Limited (中國工商銀行股份有限公司廣州白雲路支行), where he served as a credit officer.

Mr. Kong Jianmin has been an executive president of the executive committee of Guangdong Real Estate Chamber of Commerce (廣東省地產商會) since March 2008 and has been a director of the board of directors of Jinan University (暨南大學) in the PRC since November 2010.

Mr. Kong Jianmin graduated from Jinan University (暨南大學) in the PRC majoring in computer science in June 1989.

Mr. Kong Jianmin is the brother of Mr. Kong Jiannan, our executive Director and chief executive officer.

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## DIRECTORS AND SENIOR MANAGEMENT

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### Independent non-executive Directors

**Ms. Liu Xiaolan (劉曉蘭)**, aged 54, was appointed as our independent non-executive Director on October 9, 2020 and is primarily responsible for providing independent advice on the operations and management of our Group.

Ms. Liu has over 8 years of working experience in real estate industry. From May 2002 to May 2005, she served as an assistant to the general manager and the head of the branch management center at Xiamen Powerlong Information Industry Development Co., Ltd. (廈門寶龍信息產業發展有限公司), where she was mainly responsible for assisting the general manager in the daily matters of the company and its branches all over the country. Starting from May 2005, she worked at Powerlong Real Estate Holdings Limited (寶龍地產控股有限公司), a real estate developer in the PRC whose shares are listed on the Main Board of the Stock Exchange (stock code: 1238), where she was responsible for assisting president in the daily matters, establishment of management system of the project companies and the management of commercial property management business, and was appointed as an executive director in August 2009. She was re-designated as a non-executive director of Powerlong Real Estate Holdings Limited in April 2012 and resigned in March 2014. From March 2012 to November 2012, she served as the general manager at Kunshan Stereo City Investment Management Co., Ltd. (昆山立體之城投資管理有限公司), a company principally engaged in investment management and consulting services, where she was mainly responsible for investment management of the project. Since September 2013, she has been serving as the chairman of the board of Shanghai Yizhen Investment Management Co., Ltd. (上海溢臻投資管理有限公司), a company principally engaged in real estate consulting services and investment management, where she have been mainly responsible for its company investment and strategy formulation.

Ms. Liu has been serving as a mentor of PMBA program of E-house & Wharton Case Study and Teaching Facility (易居沃頓案例研究與教育基地) since June 2015, an economic counselor of Chengdu Skyscraper Economics Promotion Association (成都市樓宇經濟促進會) since September 2019 and a special consultant of Tianfu Institute of Building Economy (樓宇經濟天府學院) since June 2019.

Ms. Liu obtained her bachelor's degree in clinical medicine from Fujian University of Traditional Chinese Medicine (福建中醫學院) in the PRC in July 1988.

**Mr. Fung Che Wai, Anthony (馮志偉)**, aged 51, was appointed as our independent non-executive Director on October 9, 2020 and is primarily responsible for providing independence advice on the operations and management of our Group.

Mr. Fung has over 27 years of experience in accounting and financial management. From August 1992 to September 1999, he successively served as a staff accountant, semi senior accountant, senior accountant and manager at Deloitte Touche Tohmatsu, an accounting firm where he was primarily responsible for audit planning and control. From October 1999 to August 2007, Mr. Fung served as a director of Winsmart Consultants Limited (弘陞投資顧問有限公司), a financial consulting company where he was primarily responsible for advising the client on corporate finance and investor relations. From January 2008 to August 2010, Mr. Fung served as a vice president of NagaCorp Limited (金界控股有限公司), a hotel, gaming and leisure operator in Cambodia whose shares are listed on the Main Board of the Stock Exchange (stock code: 3918), where he was primarily responsible for the development of investor relations and liaison with existing and potential investors as well as analysts. From January 2011 to August 2014, Mr. Fung served as the chief financial officer and company secretary of Zall Smart Commerce Group Ltd. (卓爾智聯集團有限公司) (formerly known as Zall Development (Cayman) Holding Co., Ltd. (卓爾發展



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## DIRECTORS AND SENIOR MANAGEMENT

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(開曼)控股有限公司)), a developer and operator of large-scale consumer product focused wholesale shopping malls in the PRC whose shares are listed on the Main Board of the Stock Exchange (stock code: 2098), where he was primarily responsible for financial and compliance matters. Mr. Fung served as the chief financial officer and company secretary of Kong Sun Holdings Limited (江山控股有限公司) from July 2014 to April 2017 and from September 2014 to April 2017, respectively, a solar power plants investor and operator whose shares are listed on the Main Board of the Stock Exchange (stock code: 0295), where he was primarily responsible for the overall financial operations, company secretarial matters and investor relations. From September 2014 to April 2017, Mr. Fung served as an independent supervisor of Chery Huiyin Motor Finance Service Co., Ltd. (奇瑞徽銀汽車金融股份有限公司), an automobile finance joint venture, where he was primarily responsible for monitoring the company's operations as a member of the board of supervisors. Since May 2017, Mr. Fung has been the chief financial officer of Beijing Enterprises Urban Resources Group Limited (北控城市資源集團有限公司), an integrated waste management solution provider whose shares are listed on the Main Board of the Stock Exchange (stock code: 3718), where he has been primarily responsible for the supervision and management of finance of the group. Since April 2017, Mr. Fung has been an independent non-executive director of FY Financial (Shenzhen) Co., Ltd. (富銀融資租賃(深圳)有限公司), a financial services provider whose shares are listed on GEM of the Stock Exchange (stock code: 8452), where he has been primarily responsible for supervising and providing independent advice to the board. Since June 2017, Mr. Fung has been an independent non-executive director of S&P International Holding Limited (椰豐集團有限公司), a coconut food manufacturer and seller whose shares are listed on the Main Board of the Stock Exchange (stock code: 1695), where he has been primarily responsible for supervising and providing independent advice to the board.

Mr. Fung was admitted as a fellow member of the Association of Chartered Certified Accountants and the HKICPA in October 2001 and September 2005, respectively. Mr. Fung is currently a fellow member of the HKICPA.

Mr. Fung received his bachelor's degree in accountancy from The Hong Kong Polytechnic University (formerly known as Hong Kong Polytechnic) in Hong Kong in October 1992.

**Ms. Ng Yi Kum (伍綺琴)**, aged 63, was appointed as our independent non-executive Director on October 9, 2020 and is responsible for providing independent advice on the operations and management of our Group.

From September 2005 to November 2007, she was an executive director of Hang Lung Properties Limited (恒隆地產有限公司), a real estate development company whose shares are listed on the Main Board of the Stock Exchange (stock code: 0101). Prior to her joining in Hang Lung Properties Limited, she worked as a senior vice president of the Stock Exchange. From January 2008 to April 2014, Ms. Ng was the chief financial officer of Country Garden Holdings Company Limited (碧桂園控股有限公司), a real estate development company whose shares are listed on the Main Board of the Stock Exchange (stock code: 2007). Ms. Ng joined Tse Sui Luen Jewellery (International) Limited (謝瑞麟珠寶(國際)有限公司) (“TSL”), a jewellery company whose shares are listed on the Main Board of the Stock Exchange (stock code: 417), in July 2015 and is currently an executive director, the deputy chairman, the chief strategy officer, the chief financial officer and the company secretary of TSL where she is primarily responsible for group finance and other administrative functions as well as defining corporate strategies.

Ms. Ng has been an independent non-executive director of Tianjin Development Holdings Limited (天津發展控股有限公司), a utilities, hotel, electrical and mechanical, strategic and other investments and pharmaceutical company whose shares are listed on the Main Board of the Stock Exchange (stock code: 882), since July 2010, an independent non-executive director of Comba

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## DIRECTORS AND SENIOR MANAGEMENT

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Telecom Systems Holdings Limited (京信通信系統控股有限公司), a solution provider of wireless systems whose shares are listed on the Main Board of the Stock Exchange (stock code: 2342), since March 2019, an independent non-executive director of CT Vision (International) Holdings Limited (中天宏信(國際)控股有限公司) (formerly known as Win Win Way Construction Holdings Limited (恆誠建築控股有限公司)), a construction company whose shares are listed on the Main Board of the Stock Exchange (stock code: 994), since July 2019, an independent non-executive director of CMGE Technology Group Limited (中手游科技集團有限公司), a mobile game publisher whose shares are listed on the Main Board of the Stock Exchange (stock code: 302), since September 2019, and an independent non-executive director of Powerlong Commercial Management Holdings Limited (寶龍商業管理控股有限公司), a commercial operational and residential property management services provider whose shares are listed on the Main Board of the Stock Exchange (stock code: 9909), since December 2019.

While Ms. Ng is currently holding directorships in six other companies listed on the Stock Exchange as disclosed above, our Directors are of the view that Ms. Ng will be able to devote sufficient time to discharge her duties and responsibilities as an independent non-executive Director given that: (i) save for her role in TSL as an executive director, the deputy chairman, the chief strategy officer, the chief financial officer and the company secretary, her roles in the other five listed companies primarily require her to oversee their management independently, rather than to allocate substantial time on the participation of the day-to-day management and operations of their respective businesses; (ii) she has demonstrated that she is capable of devoting sufficient time to discharge her duties owed to each of these listed companies by attending board meetings and board committee meetings of these listed companies during their latest financial year; (iii) as retrieved from the annual report(s) of these listed companies, she has attended most of the board meetings, committee meetings and shareholders' meetings during her tenure as an independent non-executive director of Tianjin Development Holdings Limited, and all of the board meetings, committee meetings and shareholders' meetings during her tenure as an executive director of TSL, and as an independent non-executive director of Comba Telecom Systems Holdings Limited, CT Vision (International) Holdings Limited, CMGE Technology Group Limited and Powerlong Commercial Management Holdings Limited; (iv) as confirmed by Ms. Ng, none of the listed companies that she has a directorship with has questioned or complained about her time devoted to such companies; (v) she has acquired extensive management experience and developed substantial knowledge on corporate governance through her directorships in other listed companies, which is expected to facilitate the proper discharge of her duties and responsibilities as an independent non-executive Director; (vi) Ms. Ng's role in our Group is non-executive in nature and she will not be involved in the daily management of our Group's business, thus her engagement as our independent non-executive Director will not require her full-time participation; and (vii) she has confirmed that she will have sufficient time to fulfill her duties as an independent non-executive Director notwithstanding her directorships in six other listed companies.

Ms. Ng served as a director of DS Healthcare Group, Inc. from May 2016 to May 2017, a company which develop proprietary technologies and products of hair care and personal care needs, whose shares were listed on the Nasdaq Capital Market in the United States (old stock code: DSKX) but were delisted in December 2016. She served as an independent director of China Mobile Games and Entertainment Group Limited, a mobile games company listed by way of American Depositary Shares on the Nasdaq Global Market in the United States, from September 2012 to August 2015. From June 2013 to August 2019, Ms. Ng was an independent non-executive director of China Power Clean Energy Development Company Limited (中國電力清潔能源發展有限公司), a clean energy development company which was delisted from the Main Board of the Stock Exchange (old stock code: 0735) in August 2019. Ms. Ng also served as an independent non-executive director of Hong



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## DIRECTORS AND SENIOR MANAGEMENT

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Kong Resources Holdings Company Limited (香港資源控股有限公司), a jewellery company whose shares are listed on the Main Board of the Stock Exchange (stock code: 2882), from September 2008 to July 2015, and an independent non-executive director of China Finance Investment Holdings Limited (中國金控投資集團有限公司) (formerly known as Cypress Jade Agricultural Holdings Limited (從玉農業控股有限公司)), a company principally engaged in agricultural business and money lending business whose shares are listed on the Main Board of the Stock Exchange (stock code: 0875), from December 2011 to June 2013.

Ms. Ng is a qualified accountant and holds a master's degree in business administration from the Hong Kong University of Science and Technology in Hong Kong. She is an associate of The Institute of Chartered Accountants in England and Wales, The Hong Kong Institute of Chartered Secretaries, a fellow of the Association of Chartered Certified Accountants and the HKICPA and a member of the American Institute of Certified Public Accountants. She is an elected member of Quality Tourism Services Association Governing Council (Retailer Category) with effect from February 2019. She has also contributed her time to various public service appointments, including being a co-opted member of the audit committee of the Hospital Authority from December 2002 to November 2013.

Save as disclosed above, none of our Directors have held any other directorships in listed companies during the three years immediately preceding the date of this prospectus.

Save as disclosed above, to the best of the knowledge, information and belief of our Directors having made all reasonable enquiries, there was no information relating to our Directors that is required to be disclosed pursuant to paragraphs (b) to (v) of Rule 13.51(2) of the Listing Rules or any other matters concerning any Director that needs to be brought to the attention of our Shareholders as of the Latest Practicable Date.

### SENIOR MANAGEMENT

Our senior management is responsible for the day-to-day operations and management of our business.

**Ms. Kuang Xiaoling (曠曉玲)**, aged 43, joined our Group in March 2007 as a human resources supervisor and was appointed as our human resources general manager in September 2016. She is the general manager of the human resources and administration center of our Group since February 2020. Ms. Kuang is primarily responsible for the management of human resources and administrative matters of our Group.

Prior to joining our Group, from June 2004 to July 2006, Ms. Kuang worked at Productivity (Guangzhou) Consulting Co., Ltd. (生產力(廣州)諮詢有限公司), a company engaged in the provision of environmental technology consulting services, where she served as a consultant responsible for providing human resources consulting services. From August 2005 to March 2006, she worked at PricewaterhouseCoopers, where she served as a senior consultant responsible for providing consulting services. From April 2006 to March 2007, she worked at Mercer Consulting (China) Co., Ltd. Guangzhou Branch (美世諮詢(中國)有限公司廣州分公司), a company engaged in providing enterprises management services, where she served as a consultant responsible for providing human resources consulting services.

Ms. Kuang graduated from Jiangxi Normal University (江西師範大學) in the PRC majoring in English in December 1998, and a master's degree in business administration from Sun Yat-sen University (中山大學) in the PRC in June 2004.

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## DIRECTORS AND SENIOR MANAGEMENT

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**Mr. Fang Shuyang (方舒陽)**, aged 40, joined our Group in January 2018 as an administrative supervisor and was appointed as a general manager of Yijia Chuangsheng in December 2019. Mr. Fang is primarily responsible for the property management service business of our Group.

From January 2018 to December 2019, Mr. Fang served as an administrative supervisor of our Group responsible for administrative management. He has also been the deputy general manager of residential property management department since September 2019 and is responsible for administrative, procurement, branding management. Prior to joining our Group, from July 2005 to January 2010, Mr. Fang worked at Southern Metropolis Daily, where he served as a journalist responsible for news reporting. From January 2010 to October 2015, he worked at Amway (China) Co., Ltd. (安利(中國)日用品有限公司), a company engaged in the sale of health, beauty and home care products, where he served as an assistant manager of strategic communication. From November 2015 to January 2018, he worked at Lvshou Health Industry Group Co., Ltd. (綠瘦健康產業集團有限公司), a company engaged in manufacturing and sale of health and nutrition related products, where his last position was an administrative supervisor responsible for administrative and procurement management.

Mr. Fang obtained a bachelor's degree in information management and library science and a master's degree in management from Nanjing University (南京大學) in the PRC in June 2002 and June 2005, respectively.

**Mr. Liu Siyu (劉思宇)**, aged 35, joined our Group in March 2017 and was appointed as the general manager of Guanli Property in February 2020. Mr. Liu is responsible for the daily operation of property agency business of our Group.

Mr. Liu has over seven years of experience in real estate industry. Prior to joining our Group, from September 2012 to March 2017, he worked at Beijing Jishun Engineering Consulting Co., Ltd. (北京集順工程諮詢有限公司), a subsidiary of Longfor Group Holdings Limited (龍湖集團控股有限公司), a property developer in the PRC whose shares are listed on the Main Board of the Stock Exchange (stock code: 0960). From March 2017 to February 2020, he served as a deputy general manager of the sales and marketing management centre of our Group responsible for managing sales and marketing matters.

Mr. Liu obtained a bachelor's degree in advertising and a master's degree in communication from Nanjing University (南京大學) in the PRC in June 2009 and June 2012, respectively.

**Mr. Chen Yan (陳彥)**, aged 39, joined our Group in April 2012 as a senior manager of legal department of our Group. He is our general manager of the legal center of our Group since February 2020. Mr. Chen is responsible for overseeing the legal and compliance matters of our Group.

Mr. Chen has over 14 years of experience in handling legal matters. Prior to joining our Group, from December 2005 to October 2007, he worked at Guangzhou Arbitration Commission (廣州仲裁委員會), where he served as a secretary responsible for handling arbitration cases. From November 2007 to March 2010, he worked at the Guangzhou branch of Carrefour (China) Management Consulting Co., Ltd. (家樂福(中國)管理諮詢有限公司廣州分公司), a company engaged in property management, where he served as a manager of legal department in the southern China region responsible for overseeing legal and compliance matters. From March 2010 to April 2012, he worked at the Guangzhou branch of Teyi Elite Property Management (Beijing) Co., Ltd. (特易精英物業管理(北京)有限公司廣州分公司), a company engaged in property management in the PRC, where he

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## DIRECTORS AND SENIOR MANAGEMENT

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served as a legal manager responsible for contract management. From April 2012 to February 2020, Mr. Chen successively served as a senior manager, a deputy supervisor, a supervisor, and the general manager of legal department of our Group.

Mr. Chen obtained a bachelor's degree in law from Sun Yat-sen University (中山大學) in the PRC in June 2003. He obtained a master's degree in international business and corporate law from the University of Lancaster in the United Kingdom in November 2005.

### COMPANY SECRETARY

**Ms. Chan Ching Nga (陳靜雅)**, aged 38, was appointed as our company secretary on June 19, 2020.

Ms. Chan joined KWG Holdings in June 2019 as an assistant company secretary and is responsible for assisting the company secretary in the matters relating to the corporate administration and corporate governance of the KWG Group. Ms. Chan was promoted as a company secretary of our Group in June 2020. Ms. Chan has over 10 years of experience in company secretarial matters. From October 2009 to August 2014, Ms. Chan served as a company secretarial officer of Chinachem Agencies Limited, a subsidiary of Chinachem Group (華懋集團), a property developer in Hong Kong, where she was primarily responsible for the company secretarial matters of the company. From September 2014 to November 2014, Ms. Chan served as a company secretarial officer of Link Asset Management Limited (領展資產管理有限公司) (formerly known as The Link Management Limited (領匯管理有限公司)), the manager of Link Real Estate Investment Trust (領展房地產投資信託基金) (formerly known as The Link Real Estate Investment Trust (領匯房地產投資信託基金)), a collective investment scheme listed on the Main Board of the Stock Exchange (stock code: 823), where she was primarily responsible for the company secretarial matters. From December 2014 to May 2015, Ms. Chan served as a company secretarial officer of Vigo Hong Kong Investment Limited, a subsidiary of Chong Sing Holdings FinTech Group Limited (中新控股科技集團有限公司) (formerly known as Credit China Holdings Limited (中國信貸控股有限公司)), a financial technology company whose shares are listed on GEM of the Stock Exchange (stock code: 8207), where she was responsible for the corporate administration matters of the company and its subsidiaries. From June 2015 to May 2019, Ms. Chan served as a company secretarial officer of Sun Hung Kai Real Estate Agency Limited. (新鴻基地產代理有限公司), a wholly-owned subsidiary of Sun Hung Kai Properties Limited (新鴻基地產發展有限公司), a property developer whose shares are listed on the Main Board of the Stock Exchange (stock code: 0016), where she was responsible for the company secretarial matters.

Ms. Chan obtained her bachelor's degree in business administration and management through long distance learning program from the University of Huddersfield in the United Kingdom in November 2007 and her master's degree in corporate governance from the Hong Kong Polytechnic University in Hong Kong in October 2012. Ms. Chan has been an associate member of The Chartered Governance Institute (formerly known as The Institute of Chartered Secretaries and Administrators) since May 2013 and an associate member of the Hong Kong Institute of Chartered Secretaries since May 2013.

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## DIRECTORS AND SENIOR MANAGEMENT

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### BOARD COMMITTEES

Our Board has established the Audit Committee, the Remuneration Committee and the Nomination Committee and delegated various responsibilities to these committees, which assist our Board in discharging its duties and overseeing particular aspects of our Group's activities.

#### **Audit Committee**

Our Group has established the Audit Committee on October 9, 2020 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C.3 of the Corporate Governance Code (“CG Code”) as set out in Appendix 14 to the Listing Rules. The Audit Committee consists of three members, namely, Ms. Ng Yi Kum, Mr. Fung Che Wai, Anthony and Ms. Liu Xiaolan, all of whom are our independent non-executive Directors. Ms. Ng Yi Kum is the chairperson of the Audit Committee and is our independent non-executive Director with the appropriate professional qualifications.

The primary duties of the Audit Committee are to (i) review and supervise our financial reporting process and internal control system of our Group, risk management and internal audit; (ii) provide advice and comments to our Board; and (iii) perform other duties and responsibilities as may be assigned by our Board.

#### **Remuneration Committee**

Our Group has established the Remuneration Committee on October 9, 2020 with written terms of reference in compliance with Rule 3.25 of the Listing Rules and paragraph B.1 of the CG Code as set out in Appendix 14 to the Listing Rules. The Remuneration Committee consists of three members, namely, Ms. Ng Yi Kum, Mr. Kong Jiannan and Mr. Fung Che Wai, Anthony. Ms. Ng Yi Kum is the chairperson of the Remuneration Committee.

The primary duties of the Remuneration Committee are (i) establishing, reviewing and providing advices to our Board on our policy and structure concerning remuneration of our Directors and senior management and on the establishment of a formal and transparent procedure for developing policies concerning such remuneration; (ii) determining the terms of the specific remuneration package of each Director and senior management member; and (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by our Directors from time to time.

#### **Nomination Committee**

Our Group has also established the Nomination Committee on October 9, 2020 with written terms of reference in compliance with paragraph A.5 of the CG Code as set out in Appendix 14 to the Listing Rules. The Nomination Committee consists of three members, namely Mr. Kong Jianmin, Mr. Fung Che Wai, Anthony and Ms. Ng Yi Kum. Mr. Kong Jianmin is the chairperson of the Nomination Committee.

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## DIRECTORS AND SENIOR MANAGEMENT

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The primary duties of the Nomination Committee are to (i) review the structure, size and composition of our Board on a regular basis and make recommendations to our Board regarding any proposed changes to the composition of our Board; (ii) identify, select or make recommendations to our Board on the selection of individuals nominated for directorship, and ensure the diversity of our Board members; (iii) assess the independence of our independent non-executive Directors; and (iv) make recommendations to our Board on relevant matters relating to the appointment, re-appointment and removal of our Directors and succession planning for our Directors.

### CORPORATE GOVERNANCE

Our Company recognizes the importance of incorporating elements of good corporate governance in the management structures and internal control procedures of our Group so as to achieve effective accountability.

Our Company has adopted the code provisions stated in the CG Code. Our Company is committed to the view that our Board should include a balanced composition of executive Directors and independent non-executive Directors so that there is a strong independent element on our Board, which can effectively exercise independent judgment.

### BOARD DIVERSITY

Our Company recognizes the benefits of having a diversified Board. Our Company has adopted a board diversity policy with the aim of achieving an appropriate level of diversity among Board members according to the circumstances of our Group from time to time. In summary, our board diversity policy sets out that when considering the nomination and appointment of a Director, with the assistance of the Nomination Committee, our Board would consider a range of diversity of perspectives, including but not limited to the skills, knowledge, professional experience and qualifications, cultural and educational background, age, gender and the potential contributions that the candidate is expected to bring to our Board, in order to better serve the needs and development of our Company. All Board appointments will be based on merits and candidates will be considered against objective criteria, having due regard to the benefits of diversity to our Board.

After Listing, the Nomination Committee will review the board diversity policy from time to time to ensure its continued effectiveness and we will disclose the policy or a summary thereof in our corporate governance report on an annual basis.

### COMPENSATION OF DIRECTORS AND SENIOR MANAGEMENT

Our Directors and members of our senior management receive compensation from our Group in the form of salaries, allowance and benefits in kind and pension schemes contribution. The aggregate remuneration paid and the benefits in kind granted (including salaries, allowance and benefits in kind, and pension scheme contribution) to our Directors for the three years ended December 31, 2019 and the four months ended April 30, 2020 was approximately RMB0.8 million, RMB0.8 million, RMB1.1 million and RMB0.4 million respectively. Save as disclosed above, no other amounts have been paid or are payable by any member of our Group to our Directors for the three years ended December 31, 2019 and the four months ended April 30, 2020.

The aggregate amount of salaries, allowance and benefits in kind and pension scheme contributions to our five highest paid individuals in respect of the three years ended December 31, 2019 and the four months ended April 30, 2020 was approximately RMB4.0 million, RMB4.5 million, RMB6.1 million and RMB1.4 million, respectively.

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## DIRECTORS AND SENIOR MANAGEMENT

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No remuneration was paid by us to our Directors or the five highest paid individuals as an inducement to join or upon joining us or as a compensation for loss of office in respect of the three years ended December 31, 2019 and the four months ended April 30, 2020. Further, none of our Directors had waived or agreed to waive any remuneration during the same periods.

Under the arrangement currently in force, the aggregate remuneration (including salaries, allowance and benefits in kind and pension scheme contributions) of our Directors for the year ending December 31, 2020 is estimated to be no more than approximately RMB5.9 million.

Our Board will review and determine the remuneration and compensation packages of our Directors and senior management and will, following the Listing, receive recommendation from the Remuneration Committee which will take into account salaries paid by comparable companies, time commitment and responsibilities of our Directors and performance of our Group.

### COMPLIANCE ADVISOR

In compliance with Rule 3A.19 of the Listing Rules, we have appointed Maxa Capital Limited as our compliance advisor. Pursuant to Rule 3A.23 of the Listing Rules, our compliance advisor will advise our Company in the following circumstances:

- before the publication of any regulatory announcement, circular or financial report;
- where a transaction, which might be a notifiable or connected transaction, is contemplated, including shares issues and share repurchases;
- where we propose to use the proceeds from the Global Offering in a manner different from that detailed in this prospectus or where our business activities, developments or results deviate from any forecast, estimate, or other information in this prospectus; and
- where the Stock Exchange makes an inquiry of us under Rule 13.10 of the Listing Rules.

The term of the appointment of our compliance advisor shall commence on the Listing Date and end on the date on which we distribute our annual report in respect of our financial results for the first full financial year commencing after the Listing Date and such appointment may be subject to extension by mutual agreement.



## SUBSTANTIAL SHAREHOLDERS

So far as our Directors are aware, the following persons will, immediately prior to and following the completion of the Capitalization Issue and the Spin-off (assuming the Reserved Shares under the Preferential Offering are fully taken up by Qualifying KWG Shareholders and without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option), have interests or short positions in our Shares or underlying Shares which would be required to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly, interested in 10% or more of the issued voting shares of our Company:

Name of Shareholder	Nature of interest	Shares held immediately prior to the completion of the Capitalization Issue and the Spin-off <sup>(1)</sup>		Shares held immediately following the completion of the Capitalization Issue and the Spin-off <sup>(1)</sup>	
		Number	Approximate percentage	Number	Approximate percentage
KWG Holdings	Beneficial owner	35 Shares (L)	97.22%	Nil	Nil
Plus Earn	Interest in controlled corporation <sup>(2)</sup> / beneficial owner <sup>(3)(7)</sup>	35 Shares (L)	97.22%	1,041,029,547 Shares (L)	51.60%
Hero Fine	Beneficial owner <sup>(3)(7)</sup>	Nil	Nil	1,041,029,547 Shares (L)	51.60%
Mr. Kong Jianmin	Interest in controlled corporation <sup>(4)(7)</sup>	35 Shares (L)	97.22%	1,041,029,547 Shares (L)	51.60%
Right Rich	Interest in controlled corporation <sup>(2)</sup> / beneficial owner <sup>(3)(7)</sup>	35 Shares (L)	97.22%	1,041,029,547 Shares (L)	51.60%
Excel Wave	Beneficial owner <sup>(3)(7)</sup>	Nil	Nil	1,041,029,547 Shares (L)	51.60%
Wealth Express	Beneficial owner <sup>(3)(7)</sup>	Nil	Nil	1,041,029,547 Shares (L)	51.60%
Mr. Kong Jiantao	Interest in controlled corporation <sup>(5)(7)</sup>	35 Shares (L)	97.22%	1,041,029,547 Shares (L)	51.60%
Peace Kind	Interest in controlled corporation <sup>(2)</sup> / beneficial owner <sup>(3)(7)</sup>	35 Shares (L)	97.22%	1,041,029,547 Shares (L)	51.60%
Mr. Kong Jiannan	Interest in controlled corporation <sup>(6)(7)</sup>	35 Shares (L)	97.22%	1,041,029,547 Shares (L)	51.60%

*Notes:*

- (1) The letter “L” denotes the person’s long position in our Shares.
- (2) Immediately prior to the completion of the Capitalization Issue and the Spin-off, KWG Holdings will be owned as to 40.88%, 8.01% and 4.54% by Plus Earn, Right Rich and Peace Kind, respectively. Pursuant to a shareholders’ agreement dated December 30, 2018 entered into between Plus Earn, Right Rich and Peace Kind, each of Plus Earn, Right Rich and Peace Kind is deemed to have interest in the shares and/or underlying shares of KWG Holdings held by the other parties. By virtue of the SFO, each of Plus Earn, Right Rich and Peace Kind is deemed to be interested in the Shares in which KWG Holdings is interested.
- (3) Immediately following the completion of the Capitalization Issue and the Spin-off, each of Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express and Peace Kind will become interested in our Company as a beneficial owner.
- (4) Plus Earn and Hero Fine are wholly-owned by Mr. Kong Jianmin. By virtue of the SFO, Mr. Kong Jianmin is deemed to be interested in the Shares in which Plus Earn and Hero Fine are interested.
- (5) Right Rich, Excel Wave and Wealth Express are wholly-owned by Mr. Kong Jiantao. By virtue of the SFO, Mr. Kong Jiantao is deemed to be interested in the Shares in which Right Rich, Excel Wave and Wealth Express are interested.



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## SUBSTANTIAL SHAREHOLDERS

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- (6) Peace Kind is wholly-owned by Mr. Kong Jiannan. By virtue of the SFO, Mr. Kong Jiannan is deemed to be interested in the Shares in which Peace Kind is interested.
- (7) Pursuant to the shareholders' agreement entered into between Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express and Peace Kind on October 14, 2020, the parties thereto shall vote at general meetings of our Company according to the instruction of whichever party thereto holds the most Shares from time to time. As such, by virtual of the SFO, each of Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express, Peace Kind, Mr. Kong Jianmin, Mr. Kong Jiantao and Mr. Kong Jiannan is deemed to be interested in the total Shares directly held by Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express and Peace Kind.

If the Over-allotment Option is fully exercised, the interest of each of Plus Earn, Hero Fine, Mr. Kong Jianmin, Right Rich, Excel Wave, Wealth Express, Mr. Kong Jiantao, Peace Kind and Mr. Kong Jiannan in our Shares will be approximately 50.16%.

Except as disclosed in this prospectus, our Directors are not aware of any person who will, immediately following the completion of the Capitalization Issue and the Spin-off (without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option), have beneficial interests or short positions in any Shares or underlying Shares, which would be required to be disclosed to us under the provisions of Divisions 2 and 3 of Part XV of the SFO, or who is, directly or indirectly interested in 10% or more of the issued voting shares of our Company. Our Directors are not aware of any arrangement which may at a subsequent date result in a change of control of our Company.

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## SHARE CAPITAL

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The following is a description of the authorized and issued share capital of our Company in issue and to be issued as fully paid or credited as fully paid immediately before and following the completion of the Capitalization Issue and the Spin-off (without taking into account any Shares which may be issued upon the exercise of the Over-allotment Option):

	<u>Nominal value</u> (HK\$)
<b>Authorized share capital:</b>	
10,000,000,000 Shares of HK\$0.01 each	100,000,000
<b>Issued and to be issued, fully paid or credited as fully paid:</b>	
36 Shares in issue as of the date of this prospectus	0.36
1,634,426,197 Shares to be issued pursuant to the Capitalization Issue	16,344,261.97
<u>383,384,000</u> Shares to be issued under the Global Offering	<u>3,833,840.00</u>
<u>2,017,810,233</u> Total	<u>20,178,102.33</u>

### ASSUMPTIONS

The above table assumes that the Global Offering becomes unconditional and the issue of Shares pursuant to the Capitalization Issue, the Distribution and the Global Offering are made. It takes no account of any Shares which may be issued and allotted pursuant to the exercise of the Over-allotment Option or any Shares which may be issued or bought back by us pursuant to the general mandates granted to our Directors to issue or buy back Shares as described below.

### RANKINGS

The Offer Shares will be ordinary shares in the share capital of our Company and will carry the same rights in all respects with all Shares in issue or to be issued as mentioned in this prospectus and, in particular, will rank in full for all dividends or other distributions declared, made or paid on the Shares in respect of a record date which falls after the date of this prospectus save for the entitlement under the Capitalization Issue.

### GENERAL MANDATE TO ISSUE AND ALLOT NEW SHARES

Subject to the Global Offering becoming unconditional, our Directors have been granted a general mandate to issue, allot and deal with Shares in the share capital of our Company with a total number of issued shares of not more than the sum of:

- (1) 20% of the total number of Shares in issue immediately following the completion of the Capitalization Issue, the Distribution and the Global Offering (without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option); and
- (2) the total number of Shares bought back by our Company (if any) pursuant to the general mandate to buy back Shares granted to our Directors referred to below.

Our Directors may, in addition to the Shares which they are authorized to issue under this general mandate, issue, allot or deal with Shares under a rights issue, scrip dividend scheme or similar arrangement.

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## SHARE CAPITAL

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This general mandate will remain in effect until the earliest of:

- (i) the conclusion of the next annual general meeting of our Company; or
- (ii) the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws to be held; or
- (iii) the date on which such general mandate is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

Further information on this general mandate is set out in the section headed “Statutory and general information — A. Further information about our Company — 4. Written resolutions of our Shareholders passed on October 9, 2020” in Appendix IV to this prospectus.

### **GENERAL MANDATE TO BUY BACK SHARES**

Subject to the Global Offering becoming unconditional, our Directors have been granted a general mandate to exercise all the powers of our Company to buy back Shares with a total number of Shares of not more than 10% of the total number of Shares in issue immediately following the completion of the Capitalization Issue, the Distribution and the Global Offering (without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option).

This mandate only relates to buybacks made on the Stock Exchange or any other stock exchange on which the Shares are listed (and which is recognized by the SFC and the Stock Exchange for this purpose), and which are in accordance with the Listing Rules. A summary of the relevant Listing Rules is set out in the section headed “Statutory and general information — A. Further information about our Company — 6. Buyback by our Company of our own securities” in Appendix IV to this prospectus.

This general mandate to buy back Shares will remain in effect until the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws to be held; or
- (iii) the date on which such general mandate is varied or revoked by an ordinary resolution of our Shareholders in general meeting.

Further information on this general mandate is set out in the section headed “Statutory and general information — A. Further information about our Company — 4. Written resolutions of our Shareholders passed on October 9, 2020” in Appendix IV to this prospectus.

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## SHARE CAPITAL

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### **CIRCUMSTANCES UNDER WHICH GENERAL MEETING AND CLASS MEETING ARE REQUIRED**

Our Company has only one class of Shares, namely ordinary shares, each of which carries the same rights as the other Shares.

As a matter of the Cayman Islands Companies Law, an exempted company is not required by law to hold any general meeting or class meeting. The holding of general meeting or class meeting is prescribed under the articles of association of a company. Accordingly, our Company will hold general meetings as prescribed under the Articles, a summary of which is set out in the section headed “Summary of the constitution of our Company and Cayman Islands Companies Law” in Appendix III to this prospectus.

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## FINANCIAL INFORMATION

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*You should read the following discussion and analysis in conjunction with our historical financial information set forth in our Accountants' Report in Appendix I to this prospectus. Our historical financial information was prepared in accordance with the HKFRS, which may differ in material aspects from generally accepted accounting principles in other jurisdictions.*

*The following discussion and analysis contain certain forward-looking statements which involve risks and uncertainties. These forward-looking statements are based on assumptions and analysis we made in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate under the circumstances. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of various factors, including those set forth under the section headed "Risk Factors" and elsewhere in this prospectus.*

### OVERVIEW

We are a comprehensive property management service provider in China. In 2019, among the property management companies with commercial operational services, we were ranked seventh in China and fifth in the Greater Bay Area in terms of total GFA under management, according to JLL. In addition, according to JLL, we were ranked sixth among the property management companies with commercial operational services in the PRC in terms of total revenue in 2019. In the same year, our Group accounted for approximately 0.09% of the total GFA under management in the overall PRC property management market. CIA has ranked us No. 17 among the 2020 Top 100 Property Management Companies in China (2020中國物業服務百強企業) in terms of the overall strength, based on data from the previous year on key factors such as scale of operations, financial performance, service quality, growth potential and social responsibility. In addition, our aggregate GFA under management for residential properties amounted to 18.3 million sq.m. as of December 31, 2019, representing market share of 0.12% and 0.85% in the residential property management market in China and the Greater Bay Area, respectively.

We provide comprehensive property management services for both residential properties and commercial properties. In 2019, the revenue we generated from our residential property management service segment and commercial property management and operational service segment amounted to RMB759.2 million and RMB365.6 million, respectively. We believe that our comprehensive property management services enable us to diversify our revenue sources and reduce our exposure to fluctuations in any single segment. Our residential property management service segment comprises (i) pre-sale management services; (ii) property management services; and (iii) community value-added services, including (a) property agency services to property developers and property owners; (b) home-living services to property owners and residents; and (c) common area value-added services. Our commercial property management and operational service segment comprises (i) pre-sale management services; (ii) commercial property management services; (iii) commercial operational services; and (iv) other value-added services, primarily including common area value-added services.

As of April 30, 2020, we managed 109 residential properties with an aggregate GFA under management of 18.9 million sq.m. These residential properties were located in 38 cities or autonomous county in China. As of the same date, we had been contracted to manage 161 residential properties with an aggregate contracted GFA of 29.7 million sq.m. Among these 161 residential properties, 91 were solely developed by KWG Group and 45 were jointly developed by KWG Group and other property developers while 25 were developed by third-party property developers.

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## FINANCIAL INFORMATION

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As of April 30, 2020, we managed 30 commercial properties with an aggregate GFA under management of 3.3 million sq.m. These properties were located in nine cities or autonomous county in China. As of the same date, we had been contracted to manage 34 commercial properties with an aggregate contracted GFA of 4.8 million sq.m. Among these 34 commercial properties, 16 were solely developed by KWG Group and nine were jointly developed by KWG Group and other property developers while nine were developed by third-party property developers.

Historically, the growth of our business significantly benefited from the support of KWG Group, which is a large-scale property developer with a leading position in the Greater Bay Area. As of December 31, 2019, KWG Group had 156 projects in 39 cities across mainland China and Hong Kong with a land bank of approximately 17.0 million sq.m., which we believe will bring us significant growth opportunities. In 2019, 89.0% and 95.9% of the revenue generated from property management services was derived from the residential and commercial properties developed by KWG Group and its joint ventures, associates or other related parties, respectively. For the four months ended April 30, 2020, 87.5% and 94.4% of the revenue generated from property management services was derived from the residential and commercial properties developed by KWG Group and its joint ventures, associates or other related parties, respectively. In addition, we have expanded our property management services to cover properties developed by third parties. Revenue contribution for property management services provided to residential properties developed by third-party property developers increased from nil in 2017 to 11.0% in 2019, and revenue contribution for property management services provided to commercial properties developed by third-party property developers increased from nil in 2017 to 4.1% in 2019. Revenue contribution for property management services provided to residential properties developed by third-party property developers increased from 12.1% for the four months ended April 30, 2019 to 12.5% for the four months ended April 30, 2020, and revenue contribution for property management services provided to commercial properties developed by third-party property developers increased from 3.9% to 5.6% for the same period. We expect to further increase revenue contribution from properties developed by third-party property developers.

We achieved strong financial performance during the Track Record Period. Our revenue increased at a CAGR of 55.8% from RMB463.4 million in 2017 to RMB659.1 million in 2018, and further to RMB1,124.9 million in 2019. Our net profit increased at a CAGR of 104.8% from RMB44.1 million in 2017 to RMB79.7 million in 2018, and further to RMB185.0 million in 2019. Our revenue increased by 40.0% from RMB305.5 million for the four months ended April 30, 2019 to RMB427.6 million for the four months ended April 30, 2020. Our net profit increased by 97.4% from RMB38.8 million for the four months ended April 30, 2019 to RMB76.6 million for the four months ended April 30, 2020.

### **BASIS OF PREPARATION AND PRESENTATION**

Our Company was incorporated in the Cayman Islands as an exempted company with limited liability on September 11, 2019. Pursuant to the Reorganization before the Listing, our Company became the holding company of the companies comprising our Group and certain commercial property management and operational services operated by the business units of certain subsidiaries of KWG Holdings not comprising our Group were under the common control of Plus Earn, being the ultimate holding company, before and after the Reorganization. For further details of our Reorganization, see “History, Reorganization and Corporate Structure” in this prospectus.

Our historical financial information has been prepared in accordance with all Hong Kong Financial Reporting Standards (“**HKFRSs**”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards and Interpretations issued by the HKICPA, and

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## FINANCIAL INFORMATION

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accounting principles generally accepted in Hong Kong. We have early adopted all HKFRSs effective for the accounting period commencing from January 1, 2019, together with the relevant transitional provisions in the preparation of the historical financial information throughout the Track Record Period.

Our historical financial information has been prepared under a historical cost convention. For more information on the basis of presentation and preparation of the historical financial information, see “Accountants’ Report — II Notes to the Historical Financial Information — 2.1 Basis of Presentation and 2.2 Basis of Preparation” in Appendix I to this prospectus.

### **SIGNIFICANT ACCOUNTING POLICIES**

We have identified certain accounting policies, which we consider significant in the preparation of our financial statements and summarized some of the significant accounting policies below. For further details of other accounting policies, see “Accountants’ Report — II Notes to the Historical Financial Information — 2.4 Summary of Significant Accounting Policies” in Appendix I to this prospectus.

#### **Early Adoption of HKFRS 9, HKFRS 15 and HKFRS 16**

Our historical financial information has been prepared based on the underlying financial statements, in which HKFRS 9 “Financial Instruments” and HKFRS 15 “Revenue from contracts with customers” and HKFRS 16 “Leases” have been applied consistently throughout the Track Record Period. Our Directors consider that the adoption of HKFRS 9, HKFRS 15 and HKFRS 16 would not have a significant impact on our financial position and performance.

#### **Business Combinations and Goodwill**

We account for business combinations using the acquisition method. We measure the consideration transferred at the fair value on the acquisition date, which is the sum of fair values on the acquisition date of identifiable assets transferred to us, liabilities assumed by us to the former owners of the acquiree and the consideration paid by us in exchange for control of the acquiree. For each business combination, we elect whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree’s identifiable net assets. We measure all other components of non-controlling interests at fair value. Acquisition-related costs are expensed as incurred.

We measure goodwill initially at cost, being the excess of the aggregate of the consideration transferred over the identifiable net assets acquired and liabilities assumed. After initial recognition, we measure goodwill at cost less any accumulated impairment losses and test goodwill recognized for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. We perform annual impairment test of goodwill on December 31. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of our cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of us are assigned to those units or groups of units.

We determine impairment by assessing the recoverable amount of the cash-generating unit or group of cash-generating units to which the goodwill relates. Where the recoverable amount of the cash-generating unit or group of cash-generating units is less than the carrying amount, we recognize



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## FINANCIAL INFORMATION

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impairment loss. An impairment loss recognized for goodwill is not reversed in a subsequent period. Where goodwill has been allocated to a cash-generating unit or group of cash-generating units and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

### **Intangible Assets (Other Than Goodwill)**

We measure our intangible assets acquired initially at cost. The cost of intangible assets acquired in a business combination is the fair value on the date of acquisition, while the useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortized over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

We state our software at cost less any impairment loss and amortize it on the straight-line basis over its estimated life of three years. We recognize our property management contracts and customer relationships from the acquisition of Gangyu Enterprise at fair value on the acquisition date and amortize them on a straight-line method over the expected useful lives of two years and 10 years, respectively.

### **Revenue Recognition**

We recognize revenue from contracts with customers when the control of goods or services is transferred to our customers at an amount that reflects the consideration to which we expect to be entitled in exchange for those goods or services.

### ***Residential Property Management Services***

We provide residential property management services, pre-sale management services and community value-added services related to the residential properties to property developers, property owners, property owners' associations or residents.

- (i) For residential property management services, we bill a fixed amount for services provided on a monthly or quarterly basis and recognize as revenue in the amount to which we have a right to invoice and that corresponds directly with the value of performance completed.
- (ii) For pre-sale management services, we agree the price for each service with the customers upfront and issues the monthly bill to the customers which varies based on the actual level of service completed in that month.
- (iii) For community value-added services, we recognize revenue when the related value-added services are rendered. Payment of the transaction is due immediately when the value-added services are rendered to the customer.

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## FINANCIAL INFORMATION

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### *Commercial Property Management and Operational Services*

We provide commercial property management services, pre-sale management services, commercial operational service and other value-added services related to the commercial properties to tenants, developers and owners of the commercial properties.

- (i) For commercial property management services, we recognize the fee received or receivable as our revenue over time in the period in which the customer simultaneously receives and consumes the benefits provided by the services performed by us and all the related management costs as our cost of services.
- (ii) For pre-sale management services, we agree the price for each service with the customers upfront and issue the monthly bill to the customers which varies based on the actual level of service completed in that month.
- (iii) For preliminary planning, tenant sourcing services, and marketing and promotion services and consultancy services under commercial operational services, we recognize our revenue over the period of the contract by reference to the progress towards complete satisfaction of the performance obligation. For tenant management services under commercial operational services, we bill a service fee based on commission basis with respect to shopping malls or a profit mark-up on top of cost with respect to office building.
- (iv) For other value-added services, we recognize revenue on a gross basis when the related services are rendered.

For property management service income from properties managed under a lump sum basis, where we act as principal and are primarily responsible for providing the property management services to the property owners, we recognize the fee received or receivable from property owners as revenue and all related property management costs as cost of services. For property management service income from properties managed under a commission basis, we recognize the revenue, which is calculated by a certain percentage of the total property management fee received or receivable from the properties units on behalf of the property owners, for arranging and monitoring the services as provided by other suppliers to the property owners.

### **Contract Liabilities**

A contract liability is recognized when a payment is received or a payment is due, whichever is earlier, from a customer before we transfer the related goods or services. We recognize contract liabilities as revenue when we transfers control of the related goods or services to the customer.

### **Financial Assets**

We classify our financial assets into three types, namely financial assets at amortized cost, fair value through other comprehensive income (“**OCI**”), and fair value through profit or loss. The classification of financial assets at initial recognition depends on the financial asset’s contractual cash flow characteristics and our business model for managing them.

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## FINANCIAL INFORMATION

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We classify and measure our financial assets at amortized cost when we intend to hold financial assets in order to collect contractual cash flows. We classify and measure financial assets at fair value through other comprehensive income when we intend to hold such asset to collect contractual cash flows or sell. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Our financial assets at amortized cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognized in the statement of profit or loss when the asset is derecognized, modified or impaired.

### *Impairment of Financial Assets*

We recognize an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that we expect to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognized in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, we assess whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, we compare the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. In certain cases, we may also consider a financial asset to be in default when internal or external information indicates that we are unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by us. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortized cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach. Under the simplified approach, we do not track changes in credit risk, but instead recognize a loss allowance based on lifetime ECLs at each reporting date. We have established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

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## FINANCIAL INFORMATION

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### Financial Liabilities

Our financial liabilities include trade payables, other payables and accruals and lease liabilities. We recognize all financial liabilities, at initial recognition, at fair value and, in the case of payables, net of directly attributable transaction costs.

After initial recognition, we measure our trade payables, other payables and accruals and lease liabilities at amortized cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost.

### KEY FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our results of operations have been and will continue to be affected by a number of factors, some of which are beyond our control, including those factors set out in “Risk Factors” in this prospectus and those set out below. Accordingly, our historical financial results may not be indicative of our future performance and our management’s assessment of the prospects of our Group. The key factors affecting our results of operations include, among other factors, the following:

#### Our Contracted GFA and GFA under Management

Our results of operations are affected by the amount of contracted GFA and GFA under management. During the Track Record Period, we generated the majority of our revenue from our property management services. Accordingly, our business and results of operations depend on our ability to maintain and grow our contracted GFA, which in turn is affected by our ability to obtain new service contracts through organic growth or to acquire existing property management companies. As of December 31, 2017, 2018, 2019 and April 30, 2020, the aggregate contracted GFA of our residential properties amounted to 15.3 million sq.m., 21.2 million sq.m., 29.6 million sq.m. and 29.7 million sq.m., respectively; and the aggregate contracted GFA of our commercial properties amounted to 2.4 million sq.m., 3.5 million sq.m., 4.5 million sq.m. and 4.8 million sq.m., respectively.

A portion of our total contracted GFA does not generate management services fees because the relevant properties have not been delivered. Therefore, our financial position and results of operations are also affected by our GFA under management. Our GFA under management for residential properties amounted to 10.9 million sq.m., 11.8 million sq.m., 18.3 million sq.m. and 18.9 million sq.m. as of December 31, 2017, 2018, 2019 and April 30, 2020, respectively, and that for our commercial properties amounted to 1.3 million sq.m., 2.0 million sq.m., 3.3 million sq.m. and 3.3 million sq.m. as of the respective dates.

In addition, the demand of our value-added services was also driven by our GFA under management. Accordingly, our ability to maintain and grow our contracted GFA and GFA under management would have a significant impact on our results of operations.

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### Our Business Mix

Our results of operations are affected by our business mix. During the Track Record Period, we operated different business lines under our two business segments, namely residential property management service segment and commercial property management and operational service segment. Our profit margin varies across different business lines and depend on types of products and services we offered under different contractual arrangements. In general, the gross profit margin of our commercial property management and operational service segment is higher than that of our residential property management service segment during the Track Record Period. As a result, any change in the structure of revenue contribution from these two business segments may have a corresponding impact on our overall profit margin.

The following table sets forth the revenue contribution by business segment and the respective gross profit margin for the periods indicated:

	Year ended December 31,									Four months ended April 30,					
	2017			2018			2019			2019			2020		
	Revenue	% to total revenue	Gross profit margin	Revenue	% to total revenue	Gross profit margin	Revenue	% to total revenue	Gross profit margin	Revenue	% to total revenue	Gross profit margin	Revenue	% to total revenue	Gross profit margin
RMB	%	%	RMB	%	%	RMB	%	%	RMB	%	%	RMB	%	%	
<i>(in thousands, except for percentages)</i>															
Residential property management services	345,169	74.5	15.8	428,107	64.9	19.9	759,234	67.5	34.4	193,830	63.4	28.2	293,110	68.5	35.6
Commercial property management and operational services	118,212	25.5	42.2	231,029	35.1	42.3	365,644	32.5	43.4	111,687	36.6	44.5	134,524	31.5	47.2
Total	463,381	100.0	22.5	659,136	100.0	27.8	1,124,878	100.0	37.3	305,517	100.0	34.1	427,634	100.0	39.2

### Our Brand Positioning and Pricing of our Property Management Contracts

We have become one of the leading players in the property management market and built up strong brand reputation, which has an impact on our ability to maintain and increase our fee rates we charged for our services. According to CIA, we ranked 18th and 17th in China Top 100 Property Management Companies (中國物業服務百強企業) in terms of comprehensive strength in 2019 and 2020, respectively. We also made a strong presence in the Greater Bay Area and ranked 10th among the leading property management companies in the Greater Bay Area, according to the CIA. We generally price our services by taking into account a number of factors, including (i) the requirements of scope and quality of our services; (ii) management fees charged in nearby and comparable communities; (iii) quality, facilities and software system implemented in the property; and (iv) our estimated costs and profit margin target. We are also subject to pricing controls implemented by the PRC Government with respect to our residential property management services. In determining our pricing, we have to achieve a balance between pricing our projects sufficiently competitive while ensuring an attractive profit margin. Failure to balance various factors in determining our pricing could materially and adversely affect our financial condition and results of operations.

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## FINANCIAL INFORMATION

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### Rising Labor Costs and Subcontracting Costs

Our labor costs and subcontracting costs in aggregate constitute a substantial portion of our cost of sales and accounted for 69.6%, 70.6%, 73.4%, 70.3% and 77.6% of our total costs of sales in 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, respectively. During the Track Record Period, our labor costs and subcontracting costs increased substantially as a result of the expansion of our business as well as increases in minimum wages and the market price for workers in real estate industry resulting from the development of economy. Any significant increases in our labor costs and subcontracting costs may negatively affect our profit margin and reduce our profitability.

For illustration purpose only, the following table sets forth a sensitivity analysis of our profit for the year with reference to the fluctuation of our labor costs and subcontracting costs during the Track Record Period. The following table demonstrates the impact of the hypothetical increase in our labor costs and subcontracting costs on our profit, with all other factors remain constant.

	Year ended December 31,			Four months ended April 30,	
	2017	2018	2019	2019	2020
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>				
Profit for the year/period	44,148	79,682	184,987	38,759	76,592
Staff costs of our employees in cost of sales	200,790	257,610	396,871	111,451	153,056
Subcontracting costs in cost of sales	49,273	78,568	120,576	30,008	48,604
Total	250,063	336,178	517,447	141,459	201,660
<b>Assuming 5% increase in our labor costs and subcontracting costs</b>					
Impact on profit before tax	(12,503)	(16,809)	(25,872)	(7,073)	(10,083)
Impact on profit for the year/period <sup>(Note)</sup>	(9,377)	(12,607)	(19,404)	(5,305)	(7,562)
<b>Assuming 10% increase in our labor costs and subcontracting costs</b>					
Impact on profit before tax	(25,006)	(33,618)	(51,745)	(14,146)	(20,166)
Impact on profit for the year/period <sup>(Note)</sup>	(18,755)	(25,213)	(38,809)	(10,609)	(15,125)

*Note:* Impact on profit for the year/period was calculated assuming EIT of 25%.

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## FINANCIAL INFORMATION

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### Competition

The property management industry in the PRC is fragmented and competitive with approximately 0.13 million service providers in the industry in 2019. Moreover, the increasing market concentration rate indicates a fiercer competition in the industry. According to CIA, the market share of Top 100 Property Management Companies has experienced a steady increase from approximately 19.50% in 2014 to 43.61% in 2019. Our ability to effectively compete with our competitors and maintain or improve our market position is therefore important and depends on our ability to differentiate our Company from our competitors in the industry through ensuring our service quality and consistency. Our ability to maintain such position will affect our ability to source new and renew existing property management service and expand the number of property projects we managed and our GFA under management. If we fail to source new and renew existing property management contracts and expand our GFA under management and services, the growth and profitability of our business may suffer.

### KEY SOURCES OF ESTIMATION UNCERTAINTY

In the preparation of financial statements in conformity with HKFRSs, we are required to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. Our Directors have confirmed that we did not experience any material deviations between our accounting estimates and actual results and did not materially change our accounting estimates during the Track Record Period.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Our management does not expect any material changes in our accounting estimates in the foreseeable future.



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## FINANCIAL INFORMATION

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### **Provision for Expected Credit Losses (“ECLs”) on Trade Receivables and Other Receivables**

We adopt a provision matrix to calculate ECLs for our trade receivables and other receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e. by service type, customer type and rating). The provision matrix is initially based on our historical observed default rates. We will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analyzed. The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. Our historical credit loss experience and forecast of economic conditions may also not be representative of a customer’s actual default in the future.

### **Impairment of Goodwill**

We assess the impairment of goodwill at least on an annual basis, which requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires us to make an estimate on the expected future cash flows from the cash-generating units and discount rate in arriving at the present value of those cash flows. As of April 30, 2020, we recorded goodwill in the amount of RMB134.7 million.

### **Impairment of Non-Financial Assets (other than Goodwill)**

We assess whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An Impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm’s length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

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## FINANCIAL INFORMATION

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### DESCRIPTION OF CERTAIN COMPONENTS OF OUR COMBINED STATEMENTS OF PROFIT OR LOSS

The following table sets forth a summary of our combined statements of profit or loss for the periods indicated:

	Year ended December 31,			Four months ended April 30,	
	2017	2018	2019	2019	2020
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>				
<b>Revenue</b>	463,381	659,136	1,124,878	305,517	427,634
Cost of sales	<u>(359,111)</u>	<u>(476,175)</u>	<u>(705,050)</u>	<u>(201,205)</u>	<u>(259,916)</u>
<b>Gross profit</b>	104,270	182,961	419,828	104,312	167,718
Other income and gains	1,984	2,475	5,180	795	3,336
Selling and distribution expenses	(476)	(499)	(921)	(149)	(312)
Administrative expenses	(45,267)	(75,178)	(164,424)	(47,948)	(65,503)
Other expenses, net	(2,726)	(4,456)	(10,647)	(5,124)	(3,858)
Finance costs	(186)	(199)	(351)	(125)	(112)
Share of profit/(loss) of an associate	<u>—</u>	<u>(796)</u>	<u>1,939</u>	<u>34</u>	<u>767</u>
<b>Profit before tax</b>	57,599	104,308	250,604	51,795	102,036
Income tax expense	<u>(13,451)</u>	<u>(24,626)</u>	<u>(65,617)</u>	<u>(13,036)</u>	<u>(25,444)</u>
<b>Profit for the year/period</b>	<u><u>44,148</u></u>	<u><u>79,682</u></u>	<u><u>184,987</u></u>	<u><u>38,759</u></u>	<u><u>76,592</u></u>
<b>Attributable to:</b>					
Owners of the parent	44,148	79,682	184,887	38,650	76,170
Non-controlling interests	—	—	100	109	422

#### Revenue

During the Track Record Period, we derived our revenue from two business segments, namely the residential property management service segment and commercial property management and operational service segment.

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The following table sets forth a breakdown of our total revenue by business segment for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
	<i>(in thousands, except for percentages)</i>									
Residential property management services	345,169	74.5	428,107	64.9	759,234	67.5	193,830	63.4	293,110	68.5
Commercial property management and operational services	118,212	25.5	231,029	35.1	365,644	32.5	111,687	36.6	134,524	31.5
<b>Total</b>	<b>463,381</b>	<b>100.0</b>	<b>659,136</b>	<b>100.0</b>	<b>1,124,878</b>	<b>100.0</b>	<b>305,517</b>	<b>100.0</b>	<b>427,634</b>	<b>100.0</b>

### ***Residential Property Management Services***

Our residential property management service segment comprises:

- **pre-sale management services** such as cleaning, security and maintenance services for pre-sale display units and sales offices to property developers during their pre-sale activities. Our pre-sale management services contributed 22.0%, 28.9%, 29.2%, 33.5% and 27.3% of our revenue from residential property management services in 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, respectively;
- **property management services** such as cleaning, security, gardening and repair and maintenance services to (i) property developers for undelivered portion of the properties; and (ii) property owners, property owners' associations or residents for properties sold and delivered. Our property management services contributed 73.5%, 67.0%, 50.3%, 59.4% and 48.0% of our revenue from residential property management services in 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, respectively; and
- **community value-added services** such as (i) property agency services to property developers and property owners; (ii) home-living services to property owners and residents; and (iii) common area value-added services. Our community value-added services contributed 4.5%, 4.1%, 20.5%, 7.1% and 24.7% of our revenue from residential property management services in 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, respectively.

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The following table sets forth a breakdown of our revenue from residential property management services by service line for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
<i>(in thousands, except for percentages)</i>										
Pre-sale management services	75,944	22.0	123,588	28.9	221,810	29.2	64,863	33.5	79,903	27.3
Property management services	253,709	73.5	287,034	67.0	382,047	50.3	115,212	59.4	140,908	48.0
Community value-added services	15,516	4.5	17,485	4.1	155,377	20.5	13,755	7.1	72,299	24.7
<b>Total</b>	<b>345,169</b>	<b>100.0</b>	<b>428,107</b>	<b>100.0</b>	<b>759,234</b>	<b>100.0</b>	<b>193,830</b>	<b>100.0</b>	<b>293,110</b>	<b>100.0</b>

### *Pre-Sale Management Services*

Revenue generated from pre-sale management services under our residential property management service segment increased from RMB75.9 million in 2017 to RMB123.6 million in 2018 and RMB221.8 million in 2019. This increase was primarily due to the increase in the number of sales offices we managed. Revenue generated from pre-sale management services under our residential property management service segment increased from RMB64.9 million for the four months ended April 30, 2019 to RMB79.9 million for the four months ended April 30, 2020. This increase was primarily due to the increase in the number of sales offices we managed in the four months ended April 30, 2020 compared to the corresponding period in 2019.

The following table sets forth a breakdown of our revenue from pre-sale management services under our residential property management service segment by type of property developer for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
<i>(in thousands, except for percentages)</i>										
KWG Group and its joint ventures, associates or other related parties	75,944	100.0	123,588	100.0	210,403	94.9	62,727	96.7	76,306	95.5
Third-party property developers	—	—	—	—	11,407	5.1	2,136	3.3	3,597	4.5
<b>Total</b>	<b>75,944</b>	<b>100.0</b>	<b>123,588</b>	<b>100.0</b>	<b>221,810</b>	<b>100.0</b>	<b>64,863</b>	<b>100.0</b>	<b>79,903</b>	<b>100.0</b>

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### *Property Management Services*

Revenue generated from property management services under our residential property management service segment increased from RMB253.7 million in 2017 to RMB287.0 million in 2018 and RMB382.0 million in 2019. This increase was primarily due to the increase in our GFA under management for residential properties from 10.9 million sq.m. as of December 31, 2017 to 11.8 million sq.m. as of December 31, 2018 and 18.3 million sq.m. as of December 31, 2019, resulting from the increase in the number of residential property projects under management from 63 as of December 31, 2017 to 66 as of December 31, 2018 and 106 as of December 31, 2019. Revenue generated from property management services under our residential property management service segment increased from RMB115.2 million for the four months ended April 30, 2019 to RMB140.9 million for the four months ended April 30, 2020. This increase was primarily due to the increase in our GFA under management for residential properties from 16.0 million sq.m. as of April 30, 2019 to 18.9 million sq.m. as of April 30, 2020, resulting from the increase in the number of residential property projects under management from 90 as of April 30, 2019 to 109 as of April 30, 2020.

Our overall average property management fee rates for residential properties increased slightly from RMB2.6 per sq.m. per month in 2017 to RMB2.8 per sq.m. per month in 2018 and further to RMB2.9 per sq.m. per month in 2019. Our overall average property management fee rates remained stable at RMB2.9 per sq.m. per month for the four months ended April 30, 2019 and 2020, respectively.

The following table sets forth our average property management fee per sq.m. per month with respect to residential properties under management by type of property developer and city tiers for the periods indicated:

	Year ended December 31,			Four months ended April 30,	
	2017	2018	2019	2019	2020
	<i>(RMB per sq.m. per month)</i>				
KWG Group and its joint ventures, associates or other related parties					
— First-tier cities	2.6	2.9	3.2	3.2	3.2
— New first-tier and second-tier cities	2.5	2.7	2.9	2.8	2.9
— Others	3.2	3.2	3.0	2.9	2.9
Third-party property developers					
— First-tier cities	N/A	N/A	1.5	1.5	1.5
— New first-tier and second-tier cities	N/A	N/A	3.1	3.1	3.1
<b>Overall</b>	2.6	2.8	2.9	2.9	2.9

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In respect of the residential properties developed by KWG Group and its joint ventures, associates or other related parties, the average property management fee per sq.m. per month for residential properties located in the first-tier and new first-tier and second-tier cities was similar and generally remained stable as they comprised primarily apartment buildings during the Track Record Period. The average property management fee per sq.m. per month for residential properties located in other cities were slightly higher than those located in first-tier and new first-tier and second-tier cities during the Track Record Period, primarily because we managed more villas in Hainan Province which commanded higher property management fees which typically range from RMB3.8 to RMB6.5 per sq.m. per month.

In respect of the residential properties developed by third-party property developers, the average property management fee per sq.m. per month for residential properties located in the first-tier cities was lower because a portion of these residential properties were relatively old communities. As advised by JLL, due to the lower building standards, limited auxiliary facilities and service scope, and lower market-wide property management fee level back in the day, it is common in the industry that the average property management fee level for old communities tends to be lower than that of the properties which were built more recently with higher building standards and more comprehensive service scope. The average property management fee per sq.m. per month developed by third-party properties developers located in the new first-tier and second-tier cities was higher because those properties were relatively new as compared to those in the first-tier cities.

During the Track Record Period, we charged our property management services under two revenue models, namely the lump sum basis and the commission basis. Our revenue generated from property management services was primarily derived from lump sum basis during the Track Record Period, which is also the dominant method of collecting property management fees in China, according to JLL. We expect property management service fees charged on a lump sum basis to continue to account for substantially all of our revenue from property management services.

The following table sets forth a breakdown of our GFA under management with respect to residential properties as of the dates and revenue from property management services under our residential property management service segment by revenue model for the periods indicated:

	As of or for the year ended December 31,									As of or for the four months ended April 30,					
	2017			2018			2019			2019			2020		
	GFA	Revenue		GFA	Revenue	%	GFA	Revenue	%	GFA	Revenue	%	GFA	Revenue	%
	sq.m.	RMB	%	sq.m.	RMB	%	sq.m.	RMB	%	sq.m.	RMB	%	sq.m.	RMB	%
	<i>(in thousands, except for percentages)</i>														
Lump sum basis	9,346	249,100	98.2	9,771	280,856	97.8	15,068	372,092	97.4	12,897	111,870	97.1	15,602	137,609	97.7
Commission basis	1,525	4,609	1.8	2,002	6,178	2.2	3,278	9,955	2.6	3,056	3,342	2.9	3,278	3,299	2.3
Total	10,871	253,709	100.0	11,773	287,034	100.0	18,346	382,047	100.0	15,953	115,212	100.0	18,880	140,908	100.0

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## FINANCIAL INFORMATION

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During the Track Record Period, we derived our revenue from property management services under our residential property management service segment for the properties developed by KWG Group and its joint ventures, associates or other related parties and third-party property developers. Our property management service revenue was primarily derived from properties developed by KWG Group and its joint ventures, associates or other related parties, which accounted for 100.0%, 100.0%, 89.0%, 87.9% and 87.5% of our revenue generated from property management services under our residential property management service segment in 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, respectively. We aim to continuously expand our property management services to residential properties developed by third-party property developers. In 2019, our property management service revenue from residential properties developed by third-party property developers amounted to RMB42.0 million, representing 11.0% of our property management service revenue under our residential property management service segment for the same year, which was primarily attributable to (i) our ability to search for and capture market opportunities independent from our affiliation with KWG Group; and (ii) the acquisition of Gangyu Enterprise where its subsidiaries managed properties developed by third-party property developers. For the four months ended April 30, 2020, our property management service revenue from residential properties developed by third-party property developers amounted to RMB17.7 million, representing 12.5% of our property management service revenue under our residential property management service segment for the same period.



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The following table sets forth a breakdown of our GFA under management with respect to residential properties as of the dates and revenue from property management services under our residential property management service segment by type of property developer for the periods indicated:

	As of or for the year ended December 31,			As of or for the four months ended April 30,											
	2017	2018		2019		2020									
GFA	Revenue	GFA	Revenue	GFA	Revenue	GFA	Revenue								
sq.m.	RMB	sq.m.	RMB	sq.m.	RMB	sq.m.	RMB								
	%	%	%	%	%	%	%								
<i>(in thousands, except for percentages)</i>															
KWG Group and its joint ventures, associates or other related parties	10,871	253,709	100.0	11,773	287,034	100.0	14,471	340,049	89.0	12,077	101,293	87.9	14,979	123,243	87.5
Third-party property developers	—	—	—	—	—	—	3,875	41,998	11.0	3,876	13,919	12.1	3,901	17,665	12.5
<b>Total</b>	<u>10,871</u>	<u>253,709</u>	<u>100.0</u>	<u>11,773</u>	<u>287,034</u>	<u>100.0</u>	<u>18,346</u>	<u>382,047</u>	<u>100.0</u>	<u>15,953</u>	<u>115,212</u>	<u>100.0</u>	<u>18,880</u>	<u>140,908</u>	<u>100.0</u>

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The following table sets forth a breakdown of our GFA under management with respect to residential properties as of the dates and revenue from property management services under our residential property management service segment by city tiers for the periods indicated:

	As of or for the year ended December 31,				As of or for the four months ended April 30,										
	2017		2018		2019		2020								
	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB							
		%		%		%		%							
	<i>(in thousands, except for percentages)</i>														
First-tier cities	5,763	127,493	50.3	6,226	149,953	52.2	9,454	202,258	52.9	8,909	62,274	54.1	9,554	68,101	48.3
New first-tier and second-tier cities	4,608	109,966	43.3	5,047	119,457	41.6	8,018	159,131	41.7	6,367	47,279	41.0	8,413	65,265	46.3
Others	500	16,250	6.4	500	17,624	6.2	874	20,658	5.4	677	5,659	4.9	913	7,542	5.4
<b>Total</b>	<b>10,871</b>	<b>253,709</b>	<b>100.0</b>	<b>11,773</b>	<b>287,034</b>	<b>100.0</b>	<b>18,346</b>	<b>382,047</b>	<b>100.0</b>	<b>15,953</b>	<b>115,212</b>	<b>100.0</b>	<b>18,880</b>	<b>140,908</b>	<b>100.0</b>

## FINANCIAL INFORMATION

### *Community Value-Added Services*

During the Track Record Period, we provided community value-added services to property developers, property owners and residents, including property agency services, home-living services, and common area value-added services. We started to provide property agency services to (i) property owners with respect to second hand properties in 2017, and (ii) property developers, which consisted of KWG Group and its joint ventures, associates or other related parties, with respect to newly developed properties in 2019. In 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, the average commission rate charged by us with respect to the second hand properties was nil, 1.2%, 1.6%, 1.3% and 1.6%, respectively; while the average commission rate charged by us with respect to newly developed properties was nil, nil, 0.9%, nil and 0.9%, respectively. The average commission rates of our property agency services were comparable with prevailing market rates, according to JLL.

The following table sets forth a breakdown of our revenue from community value-added services by type of service for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
	<i>(in thousands, except for percentages)</i>									
Home living services	10,096	65.1	10,939	62.6	32,919	21.2	7,427	54.0	9,530	13.2
Common area value-added services	5,420	34.9	6,348	36.3	23,379	15.0	5,953	43.3	6,440	8.9
Property agency services	—	—	198	1.1	99,079	63.8	375	2.7	56,329	77.9
<b>Total</b>	<b>15,516</b>	<b>100.0</b>	<b>17,485</b>	<b>100.0</b>	<b>155,377</b>	<b>100.0</b>	<b>13,755</b>	<b>100.0</b>	<b>72,299</b>	<b>100.0</b>

Revenue generated from community value-added services under our residential property management service segment increased by 12.9% from RMB15.5 million in 2017 to RMB17.5 million in 2018, primarily as we (i) provided more community value-added services driven by the increase in our GFA under management; and (ii) diversified the types of community value-added services we provide for residential properties. The increase in revenue from our community valued-added services was generally in line with the increase in our revenue generated from property management services under our residential property management service segment during the same year.

Revenue generated from community value-added services under our residential property management service segment increased by 788.0% from RMB17.5 million in 2018 to RMB155.4 million in 2019, primarily as (i) we provided more home-living and common area value-added services driven by the increase in our GFA under management along with the significant increase in number of residential property projects in 2019 from 66 as of December 31, 2018 to 106 as of December 31, 2019; (ii) we diversified the types of our community value-added services we provide for residential properties. For example, we provided more decoration and turnkey and move-in furnishing services and common space leasing services for the new residential property management projects in 2019. We also started to provide property agency services to property developers, which consisted of KWG Group and its joint ventures, associates or other related parties, with respect to newly developed properties in 2019.

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Revenue generated from community value-added services under our residential property management service segment increased by 423.9% from RMB13.8 million for the four months ended April 30, 2019 to RMB72.3 million for the four months ended April 30, 2020 primarily as we provided more (i) home-living and common area value-added services driven by the increase in our GFA under management; and (ii) property agency services for the four months ended April 30, 2020.

The following table sets forth a breakdown of our revenue from community value-added services under our residential property management service segment by type of property developer for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
	<i>(in thousands, except for percentages)</i>									
KWG Group and its joint ventures, associates or other related parties	15,516	100.0	17,485	100.0	137,950	88.8	10,585	77.0	66,849	92.5
Third-party property developers	—	—	—	—	17,427	11.2	3,170	23.0	5,450	7.5
<b>Total</b>	<b>15,516</b>	<b>100.0</b>	<b>17,485</b>	<b>100.0</b>	<b>155,377</b>	<b>100.0</b>	<b>13,755</b>	<b>100.0</b>	<b>72,299</b>	<b>100.0</b>

### ***Commercial Property Management and Operational Services***

Our commercial property management and operational service segment comprises:

- **pre-sale management services** such as cleaning, security and maintenance services for pre-sale display units and sales offices to property developers during their pre-sale activities. Our pre-sale management services contributed 11.3%, 5.6%, 5.9%, 5.8% and 2.5% of our revenue from commercial property management and operational services in 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, respectively;
- **commercial property management services** such as file management, cleaning, security, gardening and repair and maintenance services to property owners or tenants. Our property management services contributed 56.5%, 65.2%, 71.0%, 72.7% and 67.6% of our revenue from commercial property management and operational services in 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, respectively;
- **commercial operational services** such as preliminary planning and consultancy services, tenant sourcing services, tenant management services and marketing and promotion services to property owners and property developers. Our commercial operational services contributed 24.0%, 19.4%, 11.6%, 12.5% and 19.0% of our revenue from commercial property management and operational services in 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, respectively; and
- **other value-added services** primarily including common area value-added services. Our other value-added services contributed 8.2%, 9.8%, 11.5%, 9.0% and 10.9% of our revenue from commercial property management and operational services in 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, respectively.

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The following table sets forth a breakdown of our revenue from commercial property management and operational services by service line for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
	<i>(in thousands, except for percentages)</i>									
Pre-sale management services	13,339	11.3	12,930	5.6	21,342	5.9	6,510	5.8	3,526	2.5
Commercial property management services	66,803	56.5	150,730	65.2	259,766	71.0	81,249	72.7	90,893	67.6
Commercial operational services	28,392	24.0	44,707	19.4	42,570	11.6	13,935	12.5	25,502	19.0
Other value-added services	9,678	8.2	22,662	9.8	41,966	11.5	9,993	9.0	14,603	10.9
<b>Total</b>	<b>118,212</b>	<b>100.0</b>	<b>231,029</b>	<b>100.0</b>	<b>365,644</b>	<b>100.0</b>	<b>111,687</b>	<b>100.0</b>	<b>134,524</b>	<b>100.0</b>

### *Pre-Sale Management Services*

Revenue generated from pre-sale management services under our commercial property management and operational service segment remained relatively stable at RMB13.3 million and RMB12.9 million in 2017 and 2018, respectively.

Revenue generated from pre-sale management services under our commercial property management and operational service segment increased by 65.1% from RMB12.9 million in 2018 to RMB21.3 million in 2019, which was mainly attributable to the provision of pre-sale management services to four commercial properties that were larger in scale and located in Guangzhou, Beijing and Chengdu, which are the top-tier cities in China in 2019.

Revenue generated from pre-sale management services under our commercial property management and operational service segment decreased by 46.2% from RMB6.5 million for the four months ended April 30, 2019 to RMB3.5 million for the four months ended April 30, 2020, which was mainly attributable to the decrease in pre-sale activities of commercial properties during the period, which was affected by the delivery plan of the property developers.

The following table sets forth a breakdown of our revenue from pre-sale management services under our commercial property management and operational service segment by type of property developer for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
	<i>(in thousands, except for percentages)</i>									
KWG Group and its joint ventures, associates or other related parties	13,339	100.0	12,930	100.0	18,531	86.8	5,299	81.4	2,755	78.1
Third-party property developers	—	—	—	—	2,811	13.2	1,211	18.6	771	21.9
<b>Total</b>	<b>13,339</b>	<b>100.0</b>	<b>12,930</b>	<b>100.0</b>	<b>21,342</b>	<b>100.0</b>	<b>6,510</b>	<b>100.0</b>	<b>3,526</b>	<b>100.0</b>

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### *Commercial Property Management Services*

Revenue generated from commercial property management services increased by 125.6% from RMB66.8 million in 2017 to RMB150.7 million in 2018. This increase was primarily due to (i) the increase in our GFA under management for commercial properties by 53.8% from 1.3 million sq.m. as of December 31, 2017 to 2.0 million sq.m. as of December 31, 2018, resulting from the increase in the number of commercial property projects under management from 12 as of December 31, 2017 to 18 as of December 31, 2018; and (ii) the increase in our average property management fee rates for commercial properties from RMB10.9 per sq.m. per month in 2017 to RMB15.2 per sq.m. per month in 2018 primarily as we started to provide property management services to shopping malls in 2018, for which we charged higher property management fee rates as compared to office buildings.

Revenue generated from commercial property management services increased by 72.4% from RMB150.7 million in 2018 to RMB259.8 million in 2019. This increase was primarily due to (i) the increase in our GFA under management for commercial properties by 65.0% from 2.0 million sq.m. as of December 31, 2018 to 3.3 million sq.m. as of December 31, 2019, resulting from the increase in the number of commercial property projects under management from 18 as of December 31, 2018 to 30 as of December 31, 2019; and (ii) the increase in our average property management fee rates for commercial properties from RMB15.2 per sq.m. per month in 2018 to RMB19.7 per sq.m. per month in 2019 primarily as a result of us earning a full-year commercial property management service revenue from shopping malls opened in 2018, for which we charged higher property management fee rates as compared to office buildings.

Revenue generated from commercial property management services increased by 11.9% from RMB81.2 million for the four months ended April 30, 2019 to RMB90.9 million for the four months ended April 30, 2020. This increase was primarily due to (i) the increase in our GFA under management for commercial properties by 17.9% from 2.8 million sq.m. as of April 30, 2019 to 3.3 million sq.m. as of April 30, 2020, resulting from the increase in the number of commercial property projects under management from 25 as of April 30, 2019 to 30 as of April 30, 2020.

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## FINANCIAL INFORMATION

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The following table sets forth our average property management fee per sq.m. per month with respect to commercial properties under management by type of property developer and city tiers for the periods indicated:

	Year ended December 31,			Four months ended April 30,	
	2017	2018	2019	2019	2020
	<i>(RMB per sq.m. per month)</i>				
KWG Group and its joint ventures, associates or other related parties					
— First-tier cities	14.4	15.4	15.5	14.5	15.8
— New first-tier and second-tier cities	4.7	14.8	25.7	24.2	26.0
Third-party property developers					
— First-tier cities	N/A	N/A	5.1	5.1	5.1
— New first-tier and second-tier cities	N/A	N/A	6.3	6.3	6.3
<b>Overall</b>	10.9	15.2	19.7	18.0	19.7

In respect of the commercial properties developed by KWG Group and its joint ventures, associates or other related parties, the average property management fee per sq.m. per month for commercial properties located in the first-tier cities generally remained stable during the Track Record Period. For commercial properties developed by KWG Group and its joint ventures, associates or other related parties located in the new first-tier and second-tier cities, there was a significant increase in the average property management fee per sq.m. per month from 2017 to 2018, primarily because we started to manage shopping malls in new first-tier and second-tier cities in 2018 which commanded higher average property management fee, whereas we managed certain office buildings located in new first-tier and second-tier cities in 2017 which commanded lower average property management fee. The average property management fee for commercial properties located in new first-tier and second-tier cities further increased from 2018 to 2019 and remained stable for the four months ended April 30, 2020, primarily because we recorded a full-year revenue in 2019 for the shopping malls we started to manage in 2018, which generally required more comprehensive services and commanded higher property management fees as compared to office buildings, whereas we only recorded partial-year revenue for these shopping malls in 2018.



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In respect of the commercial properties developed by third-party property developers, the average property management fee per sq.m. per month for commercial properties located in the first-tier and new first-tier and second-tier cities generally remained stable during the Track Record Period. The commercial properties developed by third-party property developers under our management were mainly lower-end office buildings which normally commanded a relatively lower property management fee than shopping malls according to JLL.

During the Track Record Period, we derived our revenue from commercial property management services for the properties developed by KWG Group and its joint ventures, associates or other related parties and third-party property developers. Our revenue generated from commercial property management services was primarily derived from properties developed by KWG Group and its joint ventures, associates or other related parties, which accounted for 100.0%, 100.0%, 95.9%, 96.1% and 94.4% of our revenue generated from commercial property management services in 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, respectively. We aim to continuously expand our commercial property management services to commercial properties developed by third-party property developers. In 2019, our commercial property management service revenue from commercial properties developed by third-party property developers amounted to RMB10.7 million, representing 4.1% of our property management services under our commercial property management service segment for the same year, which was primarily attributable to (i) our ability to search for and capture market opportunities independent from affiliation with KWG Group; and (ii) the acquisition of Gangyu Enterprise where its subsidiaries managed commercial properties developed by third-party property developers. For the four months ended April 30, 2020, our commercial property management service revenue from commercial properties developed by third-party property developers amounted to RMB5.1 million, representing 5.6% of our property management services under our commercial property management service segment for the same period.

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The following table sets forth a breakdown of our GFA under management with respect to commercial properties as of the dates and revenue from our commercial property management services by type of property developer for the periods indicated:

	As of or for the year ended December 31,			As of or for the four months ended April 30,											
	2017	2018		2019		2020									
	Revenue	GFA	Revenue	GFA	Revenue	Revenue									
GFA	RMB	sq.m.	RMB	sq.m.	RMB	RMB									
	%		%	%	%	%									
<i>(in thousands, except for percentages)</i>															
KWG Group and its joint ventures, associates or other related parties	1,341	66,803	100.0	2,031	150,730	100.0	2,398	249,025	95.9	2,113	78,102	96.1	2,398	85,776	94.4
Third-party property developers	—	—	—	—	—	—	870	10,741	4.1	716	3,147	3.9	870	5,117	5.6
Total	<u>1,341</u>	<u>66,803</u>	<u>100.0</u>	<u>2,031</u>	<u>150,730</u>	<u>100.0</u>	<u>3,268</u>	<u>259,766</u>	<u>100.0</u>	<u>2,829</u>	<u>81,249</u>	<u>100.0</u>	<u>3,268</u>	<u>90,893</u>	<u>100.0</u>

**FINANCIAL INFORMATION**

The following table sets forth a breakdown of our GFA under management with respect to commercial properties as of the dates and revenue from our commercial property management services by city tiers for the periods indicated:

	As of or for the year ended December 31,				As of or for the four months ended April 30,										
	2017		2018		2019		2020								
	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB	GFA sq.m.	Revenue RMB							
First-tier cities	961	62,115	93.0	1,037	93,474	62.0	1,628	125,042	48.1	1,429	38,582	47.5	1,628	47,100	51.8
New first-tier cities, second-tier cities and others	380	4,688	7.0	994	57,256	38.0	1,640	134,724	51.9	1,400	42,667	52.5	1,640	43,793	48.2
Total	1,341	66,803	100.0	2,031	150,730	100.0	3,268	259,766	100.0	2,829	81,249	100.0	3,268	90,893	100.0

*(in thousands, except for percentages)*

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## FINANCIAL INFORMATION

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### *Commercial Operational Services*

Revenue generated from commercial operational services under our commercial property management and operational service segment increased by 57.4% from RMB28.4 million in 2017 to RMB44.7 million in 2018, which was primarily attributable to more tenant management and marketing and promotion services we provided to four shopping malls opened in 2018.

Revenue generated from commercial operational services under our commercial property management and operational service segment decreased by 4.7% from RMB44.7 million in 2018 to RMB42.6 million in 2019. Such decrease was mainly due to the decrease in preliminary planning and consultancy services and tenant sourcing services we provided in 2019 as a majority of our shopping malls under management were opened in 2018.

Revenue generated from commercial operational services under our commercial property management and operational service segment increased by 83.5% from RMB13.9 million for the four months ended April 30, 2019 to RMB25.5 million for the four months ended April 30, 2020, which was primarily attributable to more tenant sourcing services we provided to certain shopping malls to be opened in late 2020 and 2021.

During the Track Record Period, all of the revenue from commercial operational services was derived from commercial properties developed by KWG Group and its joint ventures, associates and other related parties.

### *Other Value-Added Services*

Revenue generated from other value-added services under our commercial property management and operational service segment increased by 134.0% from RMB9.7 million in 2017 to RMB22.7 million in 2018 and further increased by 85.0% to RMB42.0 million in 2019. This increase was primarily due to the increase in our value-added services provided driven by the increase in our GFA under management for commercial properties and was generally in line with the increase in our revenue from property management services under our commercial property management and operational service segment. Revenue generated from other value-added services under our commercial property management and operational service segment increased by 46.0% from RMB10.0 million for the four months ended April 30, 2019 to RMB14.6 million for the four months ended April 30, 2020. This increase was primarily due to more value-added services provided driven by the increase in our GFA under management for commercial properties.

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The following table sets forth a breakdown of our revenue from other value-added services under our commercial property management and operational service segment by type of property developer for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
	<i>(in thousands, except for percentages)</i>									
KWG Group and its joint ventures, associates or other related parties	9,678	100.0	22,662	100.0	38,851	92.6	9,409	94.2	13,735	94.1
Third-party property developers	—	—	—	—	3,115	7.4	584	5.8	868	5.9
<b>Total</b>	<b>9,678</b>	<b>100.0</b>	<b>22,662</b>	<b>100.0</b>	<b>41,966</b>	<b>100.0</b>	<b>9,993</b>	<b>100.0</b>	<b>14,603</b>	<b>100.0</b>

### *Revenue by Geographic Location*

We have established the geographic presence of our residential property management services and commercial property management and operational services in various cities divided into four major areas in China. The following table sets forth a breakdown of our total revenue by geographic region for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
	<i>(in thousands, except for percentages)</i>									
Greater Bay Area	211,188	45.6	252,863	38.4	448,670	39.9	119,072	39.0	165,222	38.7
Yangtze River Delta <sup>(1)</sup>	108,181	23.3	195,308	29.6	307,925	27.4	85,774	28.1	118,199	27.6
Midwest China and Hainan <sup>(2)</sup>	107,377	23.2	153,088	23.2	264,671	23.5	70,359	23.0	106,613	24.9
Bohai Economic Rim <sup>(3)</sup>	36,635	7.9	57,877	8.8	103,612	9.2	30,312	9.9	37,600	8.8
<b>Total</b>	<b>463,381</b>	<b>100.0</b>	<b>659,136</b>	<b>100.0</b>	<b>1,124,878</b>	<b>100.0</b>	<b>305,517</b>	<b>100.0</b>	<b>427,634</b>	<b>100.0</b>

#### *Notes:*

- (1) Include Shanghai Municipality, Zhejiang Province, Anhui Province and Jiangsu Province.
- (2) Include Sichuan Province, Yunnan Province, Hubei Province, Hunan Province, Guangxi Zhuang Autonomous Region, Hainan Province and Chongqing Municipality.
- (3) Include Beijing Municipality and Tianjin Municipality.

### *Revenue by Type of Ultimate Paying Customers*

During the Track Record Period, we provided services to and generated revenue from (i) KWG Group and its joint ventures, associates or other related parties; and (ii) Independent Third Parties. Our Independent Third Party customers include mainly property owners, property owners' associations and property developers.

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In respect of our residential property management projects, we provide property management services and community value-added services to Independent Third Parties after the delivery of the residential properties by KWG Group and its joint ventures, associates or other related parties to the property owners. The property owners may establish a property owners' association to manage the properties. The property owners' association, if formed, will be operated by the property owners and will be independent of KWG Group and may select and engage property management service providers at its own discretion. The owners of the relevant properties have the discretion to engage or dismiss the service provider through the property owners' general meeting by the majority of consent calculated in terms of the number of persons as well as the GFA owned, regardless of whether or not a property owners' association has been formed. Accordingly, KWG Group would have no discretion to choose property management service provider. In respect of our commercial property management projects, KWG Group would have no discretion to choose property management service provider for our Independent Third Party customers who are the owners of the commercial properties or the tenants of the commercial properties not wholly-owned by KWG Group, as the owners of the relevant properties have the discretion to engage or dismiss the service provider through the property owners' general meeting by the majority of consent calculated in terms of the number of persons as well as the GFA owned. On the other hand, KWG Group would have the discretion to choose property management service provider for our Independent Third Party customers who are the tenants of the commercial properties wholly-owned by KWG Group. The following table sets forth a breakdown of our total revenue by business segment and type of ultimate paying customers for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
	<i>(in thousands, except for percentages)</i>									
<b>Residential property management services</b>	<b>345,169</b>	<b>74.5</b>	<b>428,107</b>	<b>64.9</b>	<b>759,234</b>	<b>67.5</b>	<b>193,830</b>	<b>63.4</b>	<b>293,110</b>	<b>68.5</b>
KWG Group and its joint ventures, associates or other related parties	98,748	21.3	157,435	23.9	341,424	30.4	72,180	23.6	144,643	33.8
Independent Third Parties										
— Independent Third Parties for whom KWG Group has no discretion to choose property management service provider	246,421	53.2	270,672	41.0	417,810	37.1	121,650	39.8	148,467	34.7
<b>Commercial property management and operational services</b>	<b>118,212</b>	<b>25.5</b>	<b>231,029</b>	<b>35.1</b>	<b>365,644</b>	<b>32.5</b>	<b>111,687</b>	<b>36.6</b>	<b>134,524</b>	<b>31.5</b>
KWG Group and its joint ventures, associates or other related parties	47,697	10.3	116,510	17.7	186,735	16.6	57,327	18.8	69,569	16.3
Independent Third Parties										
— Independent Third Parties for whom KWG Group has no discretion to choose property management service provider	40,183	8.7	61,670	9.4	102,131	9.1	29,421	9.6	36,871	8.6
— Independent Third Parties for whom KWG Group has discretion to choose property management service provider	30,332	6.5	52,849	8.0	76,778	6.8	24,939	8.2	28,084	6.6
<b>Total</b>	<b>463,381</b>	<b>100.0</b>	<b>659,136</b>	<b>100.0</b>	<b>1,124,878</b>	<b>100.0</b>	<b>305,517</b>	<b>100.0</b>	<b>427,634</b>	<b>100.0</b>

## FINANCIAL INFORMATION

### Cost of Sales

Our cost of sales represents costs and expenses directly attributable to the provision of our services, which comprises (i) labor costs; (ii) subcontracting costs; (iii) utilities; (iv) office expenses; (v) cleaning expenses; (vi) rent and management fees for staff dormitory and car parks; (vii) security expenses; and (viii) others. The following table sets forth a breakdown of our cost of sales for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	<i>(in thousands, except for percentages)</i>									
Labor costs	200,790	55.9	257,610	54.1	396,871	56.3	111,451	55.4	153,056	58.9
Subcontracting costs	49,273	13.7	78,568	16.5	120,576	17.1	30,008	14.9	48,604	18.7
Utilities	46,164	12.9	57,283	12.0	82,435	11.7	31,567	15.7	33,552	12.9
Office expenses	18,981	5.3	22,625	4.8	35,659	5.1	6,311	3.1	5,842	2.3
Cleaning expenses	14,979	4.2	23,374	4.9	24,538	3.5	8,403	4.2	6,397	2.5
Rent and management fees	10,003	2.8	10,330	2.2	21,959	3.1	6,975	3.5	5,328	2.0
Security expenses	6,529	1.8	8,645	1.8	5,094	0.7	1,244	0.6	378	0.1
Others <sup>(1)</sup>	12,392	3.4	17,740	3.7	17,918	2.5	5,246	2.6	6,759	2.6
<b>Total</b>	<b>359,111</b>	<b>100.0</b>	<b>476,175</b>	<b>100.0</b>	<b>705,050</b>	<b>100.0</b>	<b>201,205</b>	<b>100.0</b>	<b>259,916</b>	<b>100.0</b>

*Note:*

(1) Primarily include greening and gardening expenses, depreciation, office tenant sourcing costs and other taxes.

Our cost of sales increased by 32.6% from RMB359.1 million in 2017 to RMB476.2 million in 2018 and further increased by 48.1% to RMB705.1 million in 2019, primarily as a result of our business expansion. Such increase was generally in line with the growth in our total revenue for the respective years. In 2019, we recorded a decrease in security expenses primarily as we subcontracted more of such services during the same year. Our cost of sales increased by 29.2% from RMB201.2 million for the four months ended April 30, 2019 to RMB260.0 million for the four months ended April 30, 2020, primarily as a result of our business expansion. The increase in our cost of sales was generally in line with the increase in our total revenue.

During the Track Record Period, we did not have significant fixed costs incurred in relation to the provision of our services. The fixed portion of our cost of sales only consisted of immaterial depreciation and amortization expenses, which accounted for 0.5%, 0.6%, 0.6% and 0.7% of our total cost of sales in 2017, 2018, 2019 and the four months ended April 30, 2020, respectively. Accordingly, we consider substantially all of our cost of sales during the Track Record Period was direct and variable costs and would generally increase with the increase in our total GFA under management and number of property management projects. For illustrative purposes only, assuming 5% increase in our depreciation and amortization expenses during the Track Record Period, while keeping all other factors unchanged, our gross profit margin would be reduced by approximately 0.02% for each of the years ended December 31, 2017, 2018 and 2019 and the four months ended April 30, 2019 and 2020.



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The following table sets forth a breakdown of our cost of sales by business segment for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
	<i>(in thousands, except for percentages)</i>									
Residential property management services	290,772	81.0	342,884	72.0	498,159	70.7	139,260	69.2	188,827	72.6
Commercial property management and operational services	68,339	19.0	133,291	28.0	206,891	29.3	61,945	30.8	71,089	27.4
<b>Total</b>	<b>359,111</b>	<b>100.0</b>	<b>476,175</b>	<b>100.0</b>	<b>705,050</b>	<b>100.0</b>	<b>201,205</b>	<b>100.0</b>	<b>259,916</b>	<b>100.0</b>

### Gross Profit and Gross Profit Margin

Our overall gross profit increased from RMB104.3 million in 2017 to RMB183.0 million in 2018 and further to RMB419.8 million in 2019, and from RMB104.3 million for the four months ended April 30, 2019 to RMB167.7 million for the four months ended April 30, 2020, which was primarily attributable to the expansion of our business as we managed more residential and commercial properties developed by KWG Group and its joint ventures, associates or other related parties. Particularly, our gross profit attributable to our pre-sale management services and property management services increased significantly throughout Track Record Period, mainly due to more revenue generated from properties developed by KWG Group and its joint ventures, associates or other related parties for these services. Throughout the Track Record Period, our gross profit and gross profit margin improved, specifically, our gross profit and gross profit margins for pre-sale management services and property management services increased significantly, which was partly attributable to the synergies from the increased services provided to properties developed by KWG Group and its joint ventures, associates or other related parties. Given our long and close cooperation relationship with KWG Group, we are familiar with KWG Group's strategy and requirements, and thus we set up standardized services in the types of the sales offices (Type A, B and C), which both KWG Group and its joint ventures, associates or other related parties and us have mutual understanding on the requirements and features of each type of sales offices. In addition, as we operate more new sales offices or manage new property projects located within the same city with our existing projects, we can achieve economies of scale by sharing the resources, primarily including labor, with our existing projects. Therefore, we are able to reduce the time required for the preliminary planning of a project, including the communication of training standards of staff and qualities of facilities and equipment used and sourcing of manpower, resulting in a more efficient project planning process.

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Our overall gross profit margins are primarily affected by our business mix, the average property management fee rate we charge for our property management services, our GFA under management and our cost of sales. The following table sets forth a breakdown of our gross profit and gross profit margin by business segment for the periods indicated:

	Year ended December 31,						Four months ended April 30,				
	2017		2018		2019		2019		2020		
	Gross profit	Gross profit	Gross profit	Gross profit	Gross profit	Gross profit	Gross profit	Gross profit	Gross profit	Gross profit	
Gross profit	margin	Gross profit	margin	Gross profit	margin	Gross profit	margin	Gross profit	margin	Gross profit	margin
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	RMB	%
<i>(in thousands, except for percentages)</i>											
<b>Residential property management services</b>	<b>54,397</b>	<b>15.8</b>	<b>85,223</b>	<b>19.9</b>	<b>261,075</b>	<b>34.4</b>	<b>54,570</b>	<b>28.2</b>	<b>104,283</b>	<b>35.6</b>	
Pre-sale management services	12,416	16.3	25,072	20.3	73,283	33.0	18,376	28.3	26,443	33.1	
Property management services	34,708	13.7	51,895	18.1	113,967	29.8	29,644	25.7	43,656	31.0	
Community value-added services	7,273	46.9	8,256	47.2	73,825	47.5	6,550	47.6	34,184	47.3	
<b>Commercial property management and operational services</b>	<b>49,873</b>	<b>42.2</b>	<b>97,738</b>	<b>42.3</b>	<b>158,753</b>	<b>43.4</b>	<b>49,742</b>	<b>44.5</b>	<b>63,435</b>	<b>47.2</b>	
Pre-sale management services	5,718	42.9	5,569	43.1	9,439	44.2	2,959	45.5	1,678	47.6	
Commercial property management services	27,425	41.1	62,280	41.3	110,438	42.5	35,431	43.6	41,505	45.7	
Commercial operational services	12,628	44.5	19,965	44.7	18,994	44.6	6,664	47.8	12,782	50.1	
Other value-added services	4,102	42.4	9,924	43.8	19,882	47.4	4,688	46.9	7,470	51.2	
<b>Total/Overall</b>	<b>104,270</b>	<b>22.5</b>	<b>182,961</b>	<b>27.8</b>	<b>419,828</b>	<b>37.3</b>	<b>104,312</b>	<b>34.1</b>	<b>167,718</b>	<b>39.2</b>	

Our overall gross profit margin increased from 22.5% in 2017 to 27.8% in 2018 and 37.3% in 2019, which was primarily driven by the increase in gross profit margin of our residential property management service segment. Our overall gross profit margin increased from 34.1% for the four months ended April 30, 2019 to 39.2% for the four months ended April 30, 2020, which was primarily driven by the increase in gross profit margin of our residential property management service segment.

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### *Residential Property Management Services*

The gross profit margin of our residential property management services increased from 15.8% in 2017 to 19.9% in 2018, which was primarily due to the following reasons:

- (i) the increase in gross profit margin of our property management services from 13.7% in 2017 to 18.1% in 2018 which as a result of (a) the economies of scales through cost sharing among residential properties concentrated in Suzhou and Guangzhou upon the expansion of our business in these regions, specifically (1) there were two residential properties located in Suzhou delivered for our management in late 2017; (2) the GFA under management with respect to residential properties located in Guangzhou increased from 4.2 million sq.m. as of December 31, 2017 to 4.6 million sq.m. in December 31, 2018. We also attained economies of scale through costs sharing between property management services and pre-sale management services; and (b) the implementation of certain energy-saving and efficiency improvement measures in our property management offices, including the implementation of conference systems, equipment testing systems and energy-saving upgrades, which had reduced our utility costs and office expenses as a percentage of our revenue. Our utility costs and office expenses in aggregate as a percentage of our revenue decreased from 14.1% in 2017 to 12.1% in 2018;
- (ii) the increase in proportion of revenue contributed by our property management services under a commission basis, which revenue from property management services under our residential property management service segment charged on a commission basis increased from 1.8% in 2017 to 2.2% in 2018; and
- (iii) the increase in gross profit margin of pre-sale management services from 16.3% in 2017 to 20.3% in 2018 as (a) we provided more pre-sale management services to Type A sales offices for properties developed by KWG Group and its joint ventures, associates or other related parties with the highest service standard which we charged at highest fee rate. For details of the type of sales office under our management, see “Business — Residential Property Management Services — Residential Property Management Service Fees — Service Fees Charged for Pre-sale Management Services”. In 2017 and 2018, we managed a total of five and ten Type A sales offices, respectively, which accounted for approximately 17% and 20% of the total number of sales office we managed of the respective years; and (b) we achieved cost saving from (1) the economies of scale through sharing of labor and office expenses among sales offices and property management projects concentrated in the Greater Bay Area and Yangtze River Delta Area, which were obtained from KWG Group and its joint ventures, associates or other related parties. The number of sales office located in the Greater Bay Area and Yangtze River Delta Area increased from five and ten, respectively, in 2017 to 12 and 22, respectively, in 2018, all of which were sales offices for properties developed by KWG Group and its joint ventures, associates or other related parties, with whom we had long and close cooperation relationship, thus allowing us to reduce the time required for the preliminary planning of a project, resulting in a more efficient project planning process; and (2) the aforementioned energy-saving and efficiency improvement measures.

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The gross profit margin of our residential property management services increased from 19.9% in 2018 to 34.4% in 2019, which was primarily due to the following reasons:

- (i) the increase in gross profit margin of our property management services from 18.1% in 2018 to 29.8% in 2019 as we (a) attained economies of scale through cost sharing among residential properties concentrated in Suzhou, Guangzhou and Shanghai upon our business expansion with the increase in number of residential properties located in the respective regions. We also attained economies of scale through costs sharing between property management services and pre-sale management services; and (b) continued to implement energy-saving and efficiency improvement measures in our property management offices including the implementation of conference systems, equipment testing systems and energy-saving upgrades, which had further reduced our utility costs and office expenses as a percentage of our revenue. Our utility costs and office expenses in aggregate as a percentage of our revenue decreased from 12.1% in 2018 to 10.5% in 2019;
- (ii) the increase in the revenue contributed by community value-added services primarily as we provided more home living services, common area value-added services and property agency services in 2019 which carried higher gross profit margin. In 2019, we started to provide property agency services to property developers, which consisted of KWG Group and its joint ventures, associates or other related parties, with respect to newly developed properties and generated revenue of RMB96.3 million. The gross profit margin of the property agency services with respect to newly developed properties was 47.7% in 2019, which was generally higher than that of our pre-sale management services and property management services under the residential property management service segment; and
- (iii) the increase in gross profit margin of pre-sale management services from 20.3% in 2018 to 33.0% in 2019, primarily as (a) we provided more pre-sale management services to Type A sales offices for properties developed by KWG Group and its joint ventures, associates or other related parties with the highest service standard which we charged at highest fee rate. For details of the type of sales office under our management, see “Business — Residential Property Management Services — Residential Property Management Service Fees — Service Fees Charged for Pre-sale Management Services. In 2018 and 2019, we serviced a total ten and 17 Type A sales office, respectively, which accounted for approximately 20% and 26% of the total number of sales office we serviced for the respective years; (b) we achieved cost savings from (1) the economies of scale through sharing of labor and office expenses among sales offices and property management projects concentrated in the Greater Bay Area and Yangtze River Delta Area, which were mostly obtained from KWG Group and its joint ventures, associates or other related parties. The number of sales office located in the Greater Bay Area and Yangtze River Delta Area increased from 12 and 22, respectively, in 2018 to 16 and 28, respectively, in 2019. In addition, the number of residential property management projects in the Greater Bay Area and Yangtze River Delta Area increased from 21 and 26, respectively, in 2018 to 48 and 37, respectively, in 2019. Most of these sales offices and property management projects were obtained from KWG Group and its joint ventures, associates or other related parties with whom we had long and close cooperation relationship thus allowing us to reduce the time required for the preliminary planning of a project, resulting in a more efficient project planning process; and (2) the aforementioned energy-saving and efficiency improvement measures; (c) we provided more pre-sales management services to sale offices that commenced operation in prior years. Our sale offices generally achieve

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better margin in the later years of operation because we incur less upfront costs. In 2019, we managed a total of 65 sales offices, 29 of which commenced its operation in 2018 and 20 commenced its operation in 2017.

The gross profit margin of our residential property management services increased from 28.2% for the four months ended April 30, 2019 to 35.6% for the four months ended April 30, 2020, which was primarily due to the following reasons:

- (i) the increase in gross profit margin of our property management services from 25.7% for the four months ended April 30, 2019 to 31.0% for the four months ended April 30, 2020 as (a) we attained economies of scale through cost sharing among residential properties concentrated in Suzhou, Guangzhou and Shanghai upon our business expansion with the increase in number of residential properties located in the respective regions. We also attained economies of scale through costs sharing between property management services and pre-sale management services; and (b) we continued to implement energy-saving and efficiency improvement measures in our property management offices including the implementation of conference systems, equipment testing systems and energy-saving upgrades, which had further reduced our utility costs and office expenses as a percentage of our revenue. Our utility costs and office expenses in aggregate as a percentage of our revenue decreased from 12.4% for the four months ended April 30, 2019 to 9.2% for the four months ended April 30, 2020; and
- (ii) the increase in revenue contributed by community value-added services primarily as we provided more home living services, common area value-added services and property agency services, which carried higher gross profit margin, for the four months ended April 30, 2020. For the four months ended April 30, 2020, we generated revenue of RMB55.9 million from property agency services with respect to newly developed properties and the gross profit margin of such was 47.0%, which was generally higher than that of our pre-sale management services and property management services under the residential property management service segment.

During the Track Record Period, we had a number of residential property projects that were located closely with one another within Suzhou, Guangzhou and Shanghai, respectively, enabling us to achieve economies of scale primarily through sharing of labor, subcontracting services, cleaning expenses and office expenses among the property projects within the respective regions. The following table sets forth the number of property projects located in Suzhou, Guangzhou and Shanghai as of the dates indicated:

	As of December 31,			As of April 30,	
	2017	2018	2019	2019	2020
Suzhou	14	14	16	14	16
Guangzhou	19	19	37	35	37
Shanghai	7	7	8	7	9

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The following table sets forth a breakdown of our gross profit and gross profit margin of our residential property management service segment by type of property developer for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	Gross profit		Gross profit		Gross profit		Gross profit		Gross profit	
	<u>Gross profit</u>	<u>margin</u>	<u>Gross profit</u>	<u>margin</u>	<u>Gross profit</u>	<u>margin</u>	<u>Gross profit</u>	<u>margin</u>	<u>Gross profit</u>	<u>margin</u>
<i>RMB</i>	<i>%</i>	<i>RMB</i>	<i>%</i>	<i>RMB</i>	<i>%</i>	<i>RMB</i>	<i>%</i>	<i>RMB</i>	<i>%</i>	
KWG Group and its joint ventures, associates or other related parties	54,397	15.8	85,223	19.9	241,733	35.1	49,609	28.4	96,884	36.3
Third-party property developers	—	N/A	—	N/A	19,342	27.3	4,961	25.8	7,399	28.4
<b>Total/Overall</b>	<u>54,397</u>	15.8	<u>85,223</u>	19.9	<u>261,075</u>	34.4	<u>54,570</u>	28.2	<u>104,283</u>	35.6

*(in thousands, except for percentages)*

During the Track Record Period, the gross profit margin of our residential property management service segment for properties developed by KWG Group and its joint ventures, associates or other related parties were generally higher than that for the properties developed by third-party property developers, primarily because a portion of residential properties developed by third-party property developers were relatively old communities obtained by us through the acquisition of Gangyu Enterprise in 2019. The gross profit margin of these old communities developed by third-party developers were lower, primarily because (i) these residential projects commanded lower property management fees; (ii) these projects had limited automated or IT systems implemented and thus relied more on manual labor; and (iii) these newly acquired property management projects had higher cost structures during the initial stage of our management. We expect our profitability with respect to properties developed by third-party property developers to improve in the later years of our management through central planning of purchases and sharing of labor costs with other residential properties we managed located nearby. On the other hand, we attained higher gross profit margin for residential properties developed by KWG Group and its joint ventures, associates or other related parties, primarily because these properties were relatively newer and with higher-end positioning which commanded higher property management fees. The average property management fee of residential properties developed by KWG Group and its joint ventures, associates or other related parties was RMB2.6, RMB2.8, RMB3.1, RMB3.1 and RMB3.1 per sq.m. per month in 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, respectively, and the increasing trend was generally due to the addition of new or higher-end positioning properties to our portfolio over the years; while the average property management fee of residential properties developed by third-party property developers remained at RMB1.9 per sq.m. per month in 2018 and 2019 and the four months ended April 30, 2019 and 2020, respectively. As advised by JLL, due to the lower building standards, limited auxiliary facilities and service scope, and lower market-wide property management fee level back in the day, it is common in the industry that the average property management fee level for old communities tends to be lower than that of the properties which were built more recently with higher building standards and more comprehensive service scope. For the discussion of the difference in our average property management fee by type of property developer, see “Business — Residential Property Management Services”. We recorded a significant increase in gross profit margin of our residential property management services for residential properties developed by KWG Group and its joint ventures, associates or other related parties from 19.9% in 2018 to 35.1% in 2019, primarily driven by (i) the increase in gross profit margin of our property management services as we attained economies of scale upon our business



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expansion; and (ii) the increase in revenue contributed by community value-added services, which carried a higher gross profit margin as compared to our pre-sale management services and property management services. In 2019, we provided more home-living and common area value-added services driven by the increase in our GFA under management, more decoration and turnkey and move-in furnishing services and common space leasing services for the new residential property management projects, and diversified our community value-added services to include property agency services.

The following table sets forth a breakdown of our gross profit and gross profit margin of our residential property management service segment by type of property developer and city tiers for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	Gross profit		Gross profit		Gross profit		Gross profit		Gross profit	
	Gross profit	margin	Gross profit	margin	Gross profit	margin	Gross profit	margin	Gross profit	margin
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
	<i>(in thousands, except for percentages)</i>									
KWG Group and its joint ventures, associates or other related parties										
— First-tier cities	21,389	13.6	32,572	17.5	92,278	32.9	22,067	30.0	37,321	35.9
— New first-tier and second-tier cities	30,282	18.6	46,119	22.4	114,189	37.0	21,900	27.1	42,431	35.6
— Others	2,726	10.8	6,532	17.6	35,266	35.4	5,642	28.0	17,132	39.2
Third-party property developers										
— First-tier cities	—	N/A	—	N/A	10,902	23.0	2,799	21.4	4,792	25.4
— New first-tier and second-tier cities	—	N/A	—	N/A	8,440	36.0	2,162	35.1	2,607	36.4
<b>Total/Overall</b>	<b>54,397</b>	<b>15.8</b>	<b>85,223</b>	<b>19.9</b>	<b>261,075</b>	<b>34.4</b>	<b>54,570</b>	<b>28.2</b>	<b>104,283</b>	<b>35.6</b>

During the Track Record Period, the gross profit margin of our residential property management service segment for properties developed by KWG Group, its joint ventures, associates or other related parties located in first-tier cities was generally lower than that for new first-tier and second-tier cities, primarily due to the costs for the provision of our services, including labor costs, were generally higher in the first-tier cities while the average property management fee rate of properties located in first-tier cities was similar to that of properties located in new first-tier and second-tier cities. Despite the fact that the average property management fee rate for residential properties located in first-tier cities is generally higher than that in new-first tier and second-tier cities, according to JLL, our average management fee rate of residential properties located in first-tier cities was similar to that of properties located in new first-tier and second-tier cities, primarily because we managed certain higher-end residential properties in new first-tier and second-tier cities, which commanded higher property management fees. For instance, we managed certain higher-end apartment buildings or villas in Hangzhou, Chengdu and Foshan which charged relatively high property management fee ranging from RMB3.8–RMB4.8 per sq.m. per month. The gross profit margin of our residential property management service segment for properties developed by KWG Group, its joint ventures, associates or other related parties located in other tier cities was generally lower than that of the new first-tier and second-tier cities in spite of the highest average property management fee rate for properties located in other tier cities, mainly due to the smaller scale of operation which we were not able to achieve the same level of efficiency as in first-tier and



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new first-tier and second-tier cities. The gross profit margin of our property management services for properties located in other cities improved upon the scale-up of our operations in these regions throughout the Track Record Period.

During the Track Record Period, the gross profit margin of our residential property management service segment for properties developed by third-party property developers located in the first-tier city was generally lower than that in the new first-tier and second-tier city, primarily because we managed certain relatively old communities in Guangzhou, which commanded lower property management fees.

### *Commercial Property Management and Operational Services*

The gross profit margin of our commercial property management and operational services remained stable at 42.2% and 42.3% in 2017 and 2018, respectively.

The gross profit margin of our commercial property management and operational services increased slightly from 42.3% in 2018 to 43.4% in 2019, which was primarily attributable to the increase in gross profit margin of our other value-added services from 43.8% in 2018 to 47.4% in 2019 as we provided more value-added services to shopping malls following the opening of four shopping malls under our management in 2018, which were charged at higher price as compared to value-added services we provided to office buildings.

The gross profit margin of our commercial property management and operational services increased slightly from 44.5% for the four months ended April 30, 2019 to 47.2% for the four months ended April 30, 2020. In particular, the gross profit margin of our other value-added services increased from 46.9% for the four months ended April 30, 2019 to 51.2% for the four months ended April 30, 2020 due to the increased value-added services provided to shopping malls following the opening of four shopping malls under our management in 2018, which were charged at higher price than the value-added services provided to office buildings.

The following table sets forth a breakdown of our gross profit and gross profit margin of our commercial property management and operational services by type of property developer for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	Gross profit	margin	Gross profit	margin	Gross profit	margin	Gross profit	margin	Gross profit	margin
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
KWG Group and its joint ventures, associates or other related parties	49,873	42.2	97,738	42.3	155,301	44.5	48,763	45.7	61,997	48.6
Third-party property developers	—	N/A	—	N/A	3,452	20.7	979	19.8	1,438	20.5
<b>Total/Overall</b>	<b>49,873</b>	<b>42.2</b>	<b>97,738</b>	<b>42.3</b>	<b>158,753</b>	<b>43.4</b>	<b>49,742</b>	<b>44.5</b>	<b>63,435</b>	<b>47.2</b>

*(in thousands, except for percentages)*

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During the Track Record Period, the gross profit margin of our commercial property management and operational services for properties developed by KWG Group and its joint ventures, associates or other related parties was generally higher than that for the properties developed by third-party property developers, primarily attributable to the type of services we provided and the type of properties we managed. During the Track Record Period, the higher gross profit margin of the commercial properties developed by KWG Group and its joint ventures, associates or other related parties was mainly attributable to a number of high-end shopping malls and office buildings in our portfolio, which required more comprehensive services and thus commanded higher property management fees or other service fees. Depending on the positioning and location of the commercial properties, we generally charge our services at different levels, set forth below is the fee range charged by us in respect of our major commercial property management and operational services during the Track Record Period:

	<b>KWG Group and its joint ventures, associates or other related parties</b>	<b>Third-party property developers</b>
Pre-sale management services	Sales offices are classified into three types (Type A, Type B and Type C) based on (i) different service and training standards for the staff; and (ii) different quality of the facilities and equipment used in the sales offices. Type A, B and C sales offices are typically charged at fees ranged from RMB5.0 million to RMB8.0 million, RMB3.5 million to RMB5.0 million, and below RMB3.5 million per project per year, respectively.	Approximately RMB1.0 million to RMB3.0 million per project per year
Commercial property management services	RMB20 to RMB90 per sq.m. per month for shopping malls; approximately RMB15 to RMB35 per sq.m. per month for office buildings	RMB4.5 to RMB15 per sq.m. per month for office buildings
Commercial operational services	In respect of shopping malls, RMB250–RMB330 per sq.m. for tenant sourcing services 10% to 20% of annual rent for tenant management services; in respect of office buildings, cost plus a mark-up of 15% to 20% for tenant management services	N/A <sup>(Note)</sup>

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*Note:* During the Track Record Period, we did not provide any commercial operational services to commercial properties developed by third-party property developers.

In 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, our average property management fee charged for commercial properties developed by KWG Group and its joint ventures, associates or other related parties were RMB10.9, RMB15.2, RMB20.3, RMB18.5 and RMB20.5 per sq.m. per month, respectively, and the increasing trend was generally due to more shopping malls under our management following the opening of four shopping malls in 2018. As advised by JLL, it is common in the industry that (i) the property management fee charged for

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commercial properties varies depending on the types, positioning and locations of the properties; and (ii) the average property management fee for shopping malls is generally higher than that of the office buildings. On the other hand, the commercial properties developed by third-party property developers comprised mainly lower-end office buildings, which commanded lower property management fees and thus lower gross profit margin. In 2019 and the four months ended April 30, 2020, our average property management fee charged for commercial properties developed by third-party property developers remained at RMB5.7 per sq.m. per month.

The following table sets forth a breakdown of our gross profit and gross profit margin of our commercial property management and operational services by type of property developer and city tiers for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	Gross profit		Gross profit		Gross profit		Gross profit		Gross profit	
	Gross profit	margin	Gross profit	margin	Gross profit	margin	Gross profit	margin	Gross profit	margin
	RMB	%	RMB	%	RMB	%	RMB	%	RMB	%
<i>(in thousands, except for percentages)</i>										
KWG Group and its joint ventures, associates or other related parties										
— First-tier cities	33,949	38.3	66,570	48.1	76,319	45.1	24,086	47.4	31,494	49.2
— New first-tier and second-tier cities	15,924	54.0	31,168	33.6	78,982	44.0	24,677	44.1	30,503	48.1
Third-party property developers										
— First-tier cities	—	N/A	—	N/A	1,272	17.3	431	16.1	533	17.2
— New first-tier and second-tier cities	—	N/A	—	N/A	2,180	23.4	548	24.1	905	23.1
<b>Total/Overall</b>	<b>49,873</b>	<b>42.2</b>	<b>97,738</b>	<b>42.3</b>	<b>158,753</b>	<b>43.4</b>	<b>49,742</b>	<b>44.5</b>	<b>63,435</b>	<b>47.2</b>

During the Track Record Period, the gross profit margin of our commercial property management and operational services by city tiers primarily fluctuated with our service mix in each period as well as the type of properties we managed. In general, we attained higher gross profit margin from managing commercial properties developed by KWG Group and its joint ventures, associates or other related parties, mainly attributable to a number of high-end shopping malls and office buildings in our portfolio, which required more comprehensive services and thus commanded higher property management fees or other service fees. In respect of the properties developed by KWG Group and its joint ventures, associates or other related parties, we recorded higher gross profit margin of 48.1% and 49.2% for our commercial property management and operational services for properties located in first-tier cities in 2018 and the four months ended April 30, 2020, respectively, primarily as we provided tenant sourcing services to Beijing M • CUBE and Yushan U-fun in 2018 and a shopping mall located in Guangzhou in 2020 in addition to commercial property management services we provided to other commercial properties in our portfolio. We recorded higher gross profit margin of 54.0% and 48.1% for our commercial property management and operational services for properties developed by KWG Group and its joint ventures, associates or other related parties located in new first-tier and second-tier cities in 2017 and the four months ended April 30, 2020, respectively, primarily as we provided tenant sourcing services to Chengdu U-fun in 2017 and Chongqing U-fun in 2020. In respect of the properties developed by third-party

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developers, we mainly provided commercial property management services and pre-sale management services to office buildings, which commanded lower property management fees and service fees and thus lower gross profit margin.

### Other Income and Gains

Our other income and gains comprise (i) bank interest income; (ii) government grants; (iii) gain on disposal of property, plant and equipment; (iv) late penalty income in connection with property management fee payable to us; (v) tax incentives on value-added tax in relation to our property management operations; and (vi) others. The following table sets forth a breakdown of our other income and gains for the periods indicated:

	<u>Year ended December 31,</u>			<u>Four months ended April 30,</u>	
	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2019</u>	<u>2020</u>
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>				
Bank interest income	977	1,146	1,410	321	569
Government grants <sup>(1)</sup>	—	—	219	—	1,295
Gain on disposal of property, plant and equipment, net	171	—	198	106	—
Late penalty income	502	708	1,131	136	127
Tax incentives on value-added tax	—	228	1,836	220	1,289
Others	334	393	386	12	56
<b>Total</b>	<b>1,984</b>	<b>2,475</b>	<b>5,180</b>	<b>795</b>	<b>3,336</b>

*Note:*

- (1) Mainly include government subsidies received in relation to jobs and employment stabilization and anti-pandemic measures.

Our other income and gains increased by 25.0% from RMB2.0 million in 2017 to RMB2.5 million in 2018, which was primarily attributable to (i) the tax incentives on value-added tax; (ii) the increase in late penalty income mainly as a result of the increase in customer base resulting from our business expansion; and (iii) the increase in bank interest income mainly as a result of the increase in the amount of bank deposits in 2018.

Our other income and gains increased by 108.0% from RMB2.5 million in 2018 to RMB5.2 million in 2019, which was primarily due to (i) the increase in tax incentives on value-added tax; (ii) the increase in late penalty income mainly as a result of the increase in customer base resulting from our business expansion; and (iii) the increase in bank interest income mainly as a result of the increase in the amount of bank deposits in 2019.

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Our other income and gains increased by 312.5% from RMB0.8 million for the four months ended April 30, 2019 to RMB3.3 million for the four months ended April 30, 2020, which was primarily due to (i) the increase in tax incentives on value-added tax; and (ii) the increase in government grants. The government grants obtained by us for the four months ended April 30, 2020 were primarily anti-pandemic subsidies and employment subsidies.

### Selling and Distribution Expenses

Our selling and distribution expenses primarily consist of salaries and allowances for our sales personnel, entertainment expenses and office expenses. Our selling and distribution expenses remained stable at RMB0.5 million and RMB0.5 million in 2017 and 2018, respectively. Our selling and distribution expenses increased by 80.0% from RMB0.5 million in 2018 to RMB0.9 million in 2019 and 200.0% from RMB0.1 million for the four months ended April 30, 2019 to RMB0.3 million for the four months ended April 30, 2020, primarily as we put more marketing efforts in expanding our business to third-party property developers.

### Administrative Expenses

Our administrative expenses primarily consist of (i) salaries and allowances for our administrative and management personnel; (ii) depreciation and amortization costs; (iii) office expenses; (iv) consultancy fees; (v) listing expenses; (vi) bank charges; (vii) traveling expenses; (viii) entertainment expenses; and (ix) rental expenses. The following table sets forth a breakdown of our administrative expenses for the periods indicated:

	Year ended December 31,						Four months ended April 30,			
	2017		2018		2019		2019		2020	
	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%	<i>RMB</i>	%
	<i>(in thousands, except for percentages)</i>									
Salaries and allowances	35,417	78.3	60,792	80.9	120,223	73.1	37,389	78.0	47,543	72.6
Depreciation and amortization costs	336	0.7	1,293	1.7	21,329	13.0	5,931	12.4	7,516	11.5
Office expenses	1,063	2.3	2,922	3.9	6,260	3.8	1,614	3.4	1,896	2.9
Professional service fees <sup>(1)</sup>	3,453	7.6	4,179	5.6	4,008	2.4	235	0.5	349	0.5
Listing expenses	—	—	—	—	3,143	1.9	—	—	5,035	7.7
Bank charges	1,393	3.1	1,255	1.7	1,618	1.0	469	1.0	552	0.8
Traveling expenses	1,031	2.3	1,314	1.7	1,586	1.0	521	1.1	401	0.6
Entertainment expenses	379	0.8	413	0.5	1,170	0.7	317	0.6	276	0.4
Rental expenses	177	0.4	473	0.6	1,090	0.7	410	0.8	382	0.6
Others <sup>(2)</sup>	2,018	4.5	2,537	3.4	3,997	2.4	1,062	2.2	1,553	2.4
<b>Total</b>	<b>45,267</b>	<b>100.0</b>	<b>75,178</b>	<b>100.0</b>	<b>164,424</b>	<b>100.0</b>	<b>47,948</b>	<b>100.0</b>	<b>65,503</b>	<b>100.0</b>

Notes:

- (1) Primarily represent (i) business advisory service fee for customers' survey, service quality and efficiency improvement; (ii) annual audit and tax services fee; (iii) legal service fees arising from the ordinary course of our business; and (iv) other miscellaneous professional services including tender service fees.
- (2) Mainly include expenses in connection with the community activities we organized.

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Our administrative expenses increased by 66.0% from RMB45.3 million in 2017 to RMB75.2 million in 2018, primarily attributable to (i) the increase in salaries and allowances mainly as a result of the increase in our administrative headcount and salary increment; (ii) the increase in office expenses due to the expansion of our business; and (iii) the increase in depreciation and amortization costs due to the increased property, plant and equipment and intangible assets upon our business expansion.

Our administrative expenses increased by 118.6% from RMB75.2 million in 2018 to RMB164.4 million in 2019, primarily attributable to (i) the increase in salaries and allowances mainly due to the increase in administrative headcounts in our headquarters; (ii) the increase in office expenses as a result of the expansion of our business; (iii) the increase in depreciation and amortization costs mainly arising from our intangible assets upon the acquisition of Gangyu Enterprise in 2019 and the right-of-use assets recognized in 2019; and (iv) the increase in listing expenses.

Our administrative expenses increased by 36.7% from RMB47.9 million for the four months ended April 30, 2019 to RMB65.5 million for the four months ended April 30, 2020, primarily attributable to (i) the increase in salaries and allowances mainly due to the increase in administrative headcounts in our headquarters; (ii) the increase in depreciation and amortization costs due to the increased property, plant and equipment and intangible assets upon our business expansion; and (iii) the increase in listing expenses.

### **Other Expenses**

Our other expenses primarily consisted of losses on impairment of trade and other receivables. Our other expenses increased from RMB2.7 million in 2017 to RMB4.5 million in 2018 and further to RMB10.6 million in 2019, primarily attributable to the increase in impairment loss recognized in the respective years as a result of our business expansion. Our other expenses decreased from RMB5.1 million for the four months ended April 30, 2019 to RMB3.9 million for the four months ended April 30, 2020, primarily attributable to the decrease in impairment loss recognized in the respective periods as a result of the reversal of impairment loss resulting from the collection of receivables previously written-off.

### **Income Tax**

We are subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of our Group are domiciled and operate. Pursuant to the rules and regulations of the Cayman Islands and BVI, our Group entities incorporated in the Cayman Islands and BVI are not subject to any income tax. Our subsidiary incorporated in Hong Kong is not liable for income tax as it did not generate any assessable profits arising in Hong Kong during the Track Record Period.

Our income tax provision in respect of operation in the PRC was calculated at the tax rate of 25% on the assessable profits, if applicable, based on the existing legislation, interpretations and practice in respect thereof. Nanning Branch of Guangzhou Ningjun Property Management Co., Ltd. was subject to a preferential income tax rate of 15% in 2017, 2018, 2019 and the four months ended April 30, 2020 as a result of the Go-West Campaign (西部大開發) in China.

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Our income tax consists of current tax and deferred tax. The following table sets forth a breakdown of our income tax for the periods indicated:

	<b>Year ended December 31,</b>			<b>Four months ended April 30,</b>	
	<b>2017</b>	<b>2018</b>	<b>2019</b>	<b>2019</b>	<b>2020</b>
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>				
Current tax	15,121	26,759	73,651	15,699	27,581
Deferred tax	(1,670)	(2,133)	(8,034)	(2,663)	(2,137)
<b>Total</b>	<b>13,451</b>	<b>24,626</b>	<b>65,617</b>	<b>13,036</b>	<b>25,444</b>

In 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, we incurred income tax of RMB13.5 million, RMB24.6 million, RMB65.6 million, RMB13.0 million and RMB25.4 million, respectively. The increase in our income tax during the Track Record Period was generally in line with the increase in our profit before tax, primarily as a result of our business expansion.

Our effective tax rates, calculated as our income tax divided by our profit before tax, were 23.4%, 23.6%, 26.2%, 25.2% and 24.9% in 2017, 2018, 2019 and the four months ended April 30, 2019 and 2020, respectively. The increase in effective tax rate in 2019 was mainly due to the taxable disposal gain arising from our Reorganization. Such gain was eliminated on our combined financial information.

Our Directors have confirmed that we have made all required tax filings in all relevant jurisdictions and paid all tax liabilities that have become due. We were not involved in any material tax dispute with respect to our income tax during the Track Record Period and up to the Latest Practicable Date.

### PERIOD-TO-PERIOD COMPARISONS OF OUR RESULTS OF OPERATIONS

#### Four Months Ended April 30, 2019 Compared to Four Months Ended April 30, 2020

##### *Revenue*

Our revenue increased by 40.0% from RMB305.5 million for the four months ended April 30, 2019 to RMB427.6 million for the four months ended April 30, 2020. This increase was primarily attributable to the increase in our revenue from our residential property management service segment and, to a lesser extent, commercial property management and operational service segment.



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### *Residential Property Management Service Segment*

Revenue generated from our residential property management service segment increased by 51.2% from RMB193.8 million for the four months ended April 30, 2019 to RMB293.1 million for the four months ended April 30, 2020. This increase was attributable to (i) the increase in revenue from our pre-sale management services primarily due to the increase in the number of sales offices we managed; (ii) the increase in revenue from our property management services primarily due to the increase in our GFA under management for residential properties; and (iii) the increase in revenue from our community value-added services primarily as we provided more (a) home-living and common area value-added services driven by the increase in our GFA under management for residential properties; and (b) property agency services for the four months ended April 30, 2020.

### *Commercial Property Management and Operational Service Segment*

Revenue generated from our commercial property management and operational service segment increased by 20.4% from RMB111.7 million for the four months ended April 30, 2019 to RMB134.5 million for the four months ended April 30, 2020. This increase was attributable to (i) the increase in revenue from our commercial property management services primarily due to the increase in our GFA under management for commercial properties; (ii) the increase in revenue from commercial operational services primarily due to more tenant sourcing services we provided to the shopping malls to be opened in late 2020 and 2021; and (iii) the increase in revenue from our other value-added services driven by the increase in our GFA under management for commercial properties; partially offset by (iv) the decrease in revenue from our pre-sale management services primarily due to the decrease in pre-sale activities of commercial properties during the period, which was affected by the delivery plan of the property developers.

### *Cost of Sales*

Our cost of sales increased by 29.2% from RMB201.2 million for the four months ended April 30, 2019 to RMB259.9 million for the four months ended April 30, 2020, primarily as a result of our business expansion. The increase in our cost of sales was generally in line with the increase in our total revenue.

### *Gross Profit and Gross Profit Margin*

As a result of the foregoing, our gross profit increased by 60.8% from RMB104.3 million for the four months ended April 30, 2019 to RMB167.7 million for the four months ended April 30, 2020.

Our overall gross profit margin increased from 34.1% for the four months ended April 30, 2019 to 39.2% for the four months ended April 30, 2020, which was primarily driven by the increase in gross profit margin of our residential property management service segment as a result of (i) the increase in gross profit margin of our property management services under our residential property management service segment as (a) we attained economies of scale through cost sharing among residential properties concentrated in Suzhou, Guangzhou and Shanghai upon our business expansion with the increase in number of residential properties located in the respective regions. We also attained economies of scale through costs sharing between property management services and pre-sale management services; and (b) we continued to implement energy-saving and efficiency improvement measures in our property management offices including the implementation of conference systems, equipment testing systems and energy-saving upgrades, which had further

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reduced our utility costs and office expenses as a percentage of our revenue; and (ii) the increase in revenue contributed by community value-added services under our residential property management service segment which carried a higher gross profit margin, for the four months ended April 30, 2020.

### *Other Income and Gains*

Our other income and gains increased by 312.5% from RMB0.8 million for the four months ended April 30, 2019 to RMB3.3 million for the four months ended April 30, 2020. This increase was primarily attributable to (i) the increase in tax incentives on value-added tax; and (ii) the increase in government grants. The government grants obtained by us for the four months ended April 30, 2020 were primarily anti-pandemic subsidies and employment subsidies.

### *Selling and Distribution Expenses*

Our selling and distribution expenses increased by 200.0% from RMB0.1 million for the four months ended April 30, 2019 to RMB0.3 million for the four months ended April 30, 2020, primarily as we put more marketing efforts in expanding our business to third-party property developers.

### *Administrative Expenses*

Our administrative expenses increased by 36.7% from RMB47.9 million for the four months ended April 30, 2019 to RMB65.5 million for the four months ended April 30, 2020, primarily attributable to (i) the increase in salaries and allowance mainly due to the increase in administrative headcounts in our headquarters; (ii) the increase in depreciation and amortization costs due to the increased property, plant and equipment and intangible assets upon our business expansion; and (iii) the increase in listing expenses.

### *Income Tax*

Our income tax increased by 95.4% from RMB13.0 million for the four months ended April 30, 2019 to RMB25.4 million for the four months ended April 30, 2020. This increase was generally in line with the increase in our profit before tax primarily as a result of the expansion of our business.

Our effective tax rate remained stable at 25.2% and 24.9% for the four months ended April 30, 2019 and 2020, respectively.

### *Profit for the Period*

Our profit for the period increased by 97.4% from RMB38.8 million for the four months ended April 30, 2019 to RMB76.6 million for the four months ended April 30, 2020.

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### Year Ended December 31, 2019 Compared to Year Ended December 31, 2018

#### *Revenue*

Our revenue increased by 70.7% from RMB659.1 million in 2018 to RMB1,124.9 million in 2019. This increase was primarily attributable to the increase in our revenue from our residential property management service segment and, to a lesser extent, commercial property management and operational service segment.

#### *Residential Property Management Service Segment*

Revenue generated from our residential property management service segment increased by 77.3% from RMB428.1 million in 2018 to RMB759.2 million in 2019. This increase was attributable to (i) the increase in revenue from our pre-sale management services primarily due to the increase in the number of sales offices we managed; (ii) the increase in revenue from our property management services primarily due to the increase in our GFA under management for residential properties; and (iii) the increase in revenue from our community value-added services primarily as (a) we provided more home-living and common area value-added services driven by the increase in our GFA under management along with the significant increase in number of residential property projects in 2019 from 66 as of December 31, 2018 to 106 as of December 31, 2019; and (b) we diversified the types of our community value-added services we provide for residential properties. For example, we provided more decoration and turnkey and move-in furnishing services and common space leasing services for the new residential property management projects in 2019. We also started to provide property agency services to property developers, which consisted of KWG Group and its joint ventures, associates or other related parties, with respect to newly developed properties in 2019.

#### *Commercial Property Management and Operational Service Segment*

Revenue generated from our commercial property management and operational service segment increased by 58.3% from RMB231.0 million in 2018 to RMB365.6 million in 2019. This increase was attributable to (i) the increase in revenue generated from pre-sale management services as we provided such services to four commercial properties that were larger in scale and located in Guangzhou, Beijing and Chengdu, which are the top-tier cities in China; (ii) the increase in revenue from our commercial property management services primarily due to the increase in our GFA under management and average property management fee rate for commercial properties; (iii) the increase in revenue from our other value-added services primarily due to more value-added services provided driven by the increase in our GFA under management for commercial properties; and partially offset by (iv) the decrease in commercial operational services mainly due to the decrease in preliminary planning and consultancy services and tenant sourcing services we provided in 2019 as a majority of our shopping malls under management were opened in 2018.

#### *Cost of Sales*

Our cost of sales increased by 48.1% from RMB476.2 million in 2018 to RMB705.1 million in 2019. This increase was primarily attributable to more costs incurred as a result of our business expansion. Such increase was generally in line with the growth in our total revenue in 2019.

#### *Gross Profit and Gross Profit Margin*

As a result of the foregoing, our gross profit increased by 129.4% from RMB183.0 million in 2018 to RMB419.8 million in 2019.

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Our overall gross profit margin increased from 27.8% in 2018 to 37.3% in 2019, which was primarily driven by the increase in gross profit margin of our residential property management service segment as a result of (i) the increase in gross profit margin of our property management services under our residential property management service segment as we (a) attained economies of scale through cost sharing among residential properties concentrated in Suzhou, Guangzhou and Shanghai upon our business expansion with the increase in number of residential properties located in the respective regions; and (b) continued to implement energy-saving and efficiency improvement measures in our property management offices, including the implementation of conference systems, equipment testing systems and energy-saving upgrades, which had further reduced our utility costs and office expenses as a percentage of our revenue; (ii) the increase in revenue contributed by community value-added services under our residential property management service segment primarily as we provided more home living services, common area value-added services and property agency services in 2019 which carried higher gross profit margin. In 2019, we started to provide property agency services to property developers, which consisted of KWG Group and its joint ventures, associates or other related parties, with respect to newly developed properties and generated revenue of RMB96.3 million. The gross profit margin of the property agency services with respect to newly developed properties was 47.7% in 2019, which was generally higher than that of our pre-sale management services and property management services under the residential property management service segment and (iii) the increase in gross profit margin of pre-sale management services, primarily as (a) we provided more pre-sale management services to Type A sales offices for properties developed by KWG Group and its joint ventures, associates or other related parties with the highest service standard which we charged at highest fee rate. In 2018 and 2019, we managed a total ten and 17 Type A sales offices, respectively, which accounted for approximately 20% and 26% of the total number of sales office we serviced for the respective years; (b) we achieved cost savings from (1) the economies of scale through sharing of labor and office expenses among sales offices and property management projects concentrated in the Greater Bay Area and Yangtze River Delta Area which were obtained from KWG Group and its joint ventures, associates or other related parties. The number of sales office located in the Greater Bay Area and Yangtze River Delta Area increased from 12 and 22, respectively in 2018 to 16 and 28, respectively in 2019. In addition, the number of residential property management projects in the Greater Bay Area and Yangtze River Delta Area increased from 21 and 26, respectively, in 2018 to 48 and 37, respectively, in 2019; and (2) the aforementioned energy-saving and efficiency improvement measures; and (c) we provided more pre-sales management services to sale offices that commenced operation in prior years. Our sale offices generally achieve better margin in the later years of operation because we incur less upfront costs. In 2019, we serviced a total of 65 sales offices, 29 of which commenced its operation in 2018 and 20 commenced its operation in 2017.

### ***Other Income and Gains***

Our other income and gains increased by 108.0% from RMB2.5 million in 2018 to RMB5.2 million in 2019. This increase was primarily attributable to (i) the increase in tax incentives on value-added tax; (ii) the increase in late penalty income mainly as a result of the increase in customer base resulting from our business expansion; and (iii) the increase in bank interest income as a result of the increase in amount of bank deposits.

### ***Selling and Distribution Expenses***

Our selling and distribution expenses increased by 80.0% from RMB0.5 million in 2018 to RMB0.9 million in 2019, primarily as we put more marketing efforts in expanding our business to third-party property developers.

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### *Administrative Expenses*

Our administrative expenses increased by 118.6% from RMB75.2 million in 2018 to RMB164.4 million in 2019, primarily attributable to (i) the increase in salaries and allowance mainly due to the increase in administrative headcounts in our headquarters; (ii) the increase in office expenses as a result of the expansion of our business; (iii) the increase in depreciation and amortization costs mainly arising from our intangible assets upon the acquisition of Gangyu Enterprise in 2019 and the right-of-use assets recognized in 2019; and (iv) the increase in listing expenses.

### *Income Tax*

Our income tax increased by 166.7% from RMB24.6 million in 2018 to RMB65.6 million in 2019. This increase was generally in line with the increase in our profit before tax primarily as a result of the expansion of our business.

Our effective tax rate increased from 23.6% in 2018 to 26.2% in 2019, primarily due to the taxable disposal gain arising from our Reorganization. Such gain was eliminated on our combined financial information.

### *Profit for the Year*

Our profit for the year increased by 132.1% from RMB79.7 million in 2018 to RMB185.0 million in 2019.

### **Year Ended December 31, 2018 Compared to Year Ended December 31, 2017**

#### *Revenue*

Our revenue increased by 42.2% from RMB463.4 million in 2017 to RMB659.1 million in 2018. This increase was primarily attributable to the increase in our revenue from our residential property management service segment and commercial property management and operational service segment.

#### *Residential Property Management Service Segment*

Revenue generated from our residential property management service segment increased by 24.0% from RMB345.2 million in 2017 to RMB428.1 million in 2018. This increase was attributable to (i) the increase in revenue from our pre-sale management services primarily due to the increase in the number of sales offices we managed; (ii) the increase in revenue from our property management services primarily due to the increase in our GFA under management for residential properties; and (iii) the increase in revenue from our community value-added services primarily as we (a) provided more community value-added services driven by the increase in our GFA under management; and (b) diversified the types of community value-added services we provided for residential properties.

#### *Commercial Property Management and Operational Service Segment*

Revenue generated from our commercial property management and operational service segment increased by 95.4% from RMB118.2 million in 2017 to RMB231.0 million in 2018. This increase was primarily attributable to (i) the increase in revenue from our commercial property management services primarily due to the increase in our GFA under management and average property management fee rate for commercial properties; (ii) the increase in revenue from

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commercial operational services primarily due to more tenant management and marketing and promotion services we provided to four shopping malls opened in 2018; and (iii) the increase in revenue from other value-added services primarily due to more value-added services provided driven by the increase in our GFA under management for commercial properties.

### *Cost of Sales*

Our cost of sales increased by 32.6% from RMB359.1 million in 2017 to RMB476.2 million in 2018. This increase was primarily attributable to more costs incurred as a result of our business expansion. Such increase was generally in line with the growth in our total revenue in 2018.

### *Gross Profit and Gross Profit Margin*

As a result of the foregoing, our gross profit increased by 75.5% from RMB104.3 million in 2017 to RMB183.0 million in 2018.

Our overall gross profit margin increased from 22.5% in 2017 to 27.8% in 2018, which was primarily driven by the increase in gross profit margin of our residential property management service segment due to the increase in gross profit margin of our property management services which as a result of (i) the economies of scales through cost sharing among residential properties concentrated in Suzhou and Guangzhou upon the expansion of our business in these regions, specifically (a) there were two residential properties located in Suzhou delivered for our management in late 2017; (b) the GFA under management with respect to residential properties located in Guangzhou increased from 4.2 million sq.m. as of December 31, 2017 to 4.6 million sq.m. in December 31, 2018; and (b) we implemented certain energy-saving and efficiency improvement measures in our property management offices, including the implementation of conference systems, equipment testing systems and energy-saving upgrades, which had reduced our utility costs and office expenses as a percentage of our revenue; (ii) the increase in proportion of revenue contributed by property management services under a commission basis, which revenue from property management services under our residential property management service segment charged on a commission basis increased from 1.8% in 2017 to 2.2% in 2018; and (iii) the increase in gross profit margin of pre-sale management services from 16.3% in 2017 to 20.3% in 2018 as (a) we provided more pre-sale management services to Type A sales offices for properties developed by KWG Group and its joint ventures, associates or other related parties with the highest service standard which we charged at highest fee rate. In 2017 and 2018, we managed a total of five and ten Type A sales offices, respectively, which accounted for approximately 17% and 20% of the total number of sales office we managed of the respective years; and (b) we achieved cost saving from (1) the economies of scale through sharing of labor and office expenses among sales offices and property management projects concentrated in the Greater Bay Area and Yangtze River Delta Area. The number of sales office located in the Greater Bay Area and Yangtze River Delta Area increased from five and ten, respectively, in 2017 to 12 and 22, respectively, in 2018. Most of these sales offices and property management projects were obtained from KWG Group and its joint ventures, associates or other related parties; and (2) the aforementioned energy-saving and efficiency improvement measures.



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### *Other Income and Gains*

Our other income and gains increased by 25.0% from RMB2.0 million in 2017 to RMB2.5 million in 2018. This increase was primarily attributable to (i) the tax incentives on value-added tax, (ii) the increase in late penalty income mainly as a result of the increase in customer base resulting from our business expansion, and (iii) the increase in bank interest income mainly as a result of the increase in amount of bank deposits.

### *Selling and Distribution Expenses*

Our selling and distribution expenses remained stable at RMB0.5 million and RMB0.5 million in 2017 and 2018, respectively.

### *Administrative Expenses*

Our administrative expenses increased by 66.0% from RMB45.3 million in 2017 to RMB75.2 million in 2018, primarily attributable to (i) the increase in salaries and allowances mainly as a result of the increase in our administrative headcount and salary increment; (ii) the increase in office expenses due to the expansion of our business; and (iii) the increase in depreciation and amortization costs due to the increased property, plant and equipment and intangible assets upon our business expansion.

### *Income Tax*

Our income tax increased by 82.2% from RMB13.5 million in 2017 to RMB24.6 million in 2018. This increase was generally in line with the increase in our profit before tax primarily as a result of the expansion of our business.

Our effective tax rate remained stable at 23.4% and 23.6% in 2017 and 2018, respectively.

### *Profit for the Year*

Our profit for the year increased by 80.7% from RMB44.1 million in 2017 to RMB79.7 million in 2018.



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### DESCRIPTION OF CERTAIN ITEMS IN OUR COMBINED STATEMENTS OF FINANCIAL POSITION

The following table sets forth a summary of our combined statements of financial position as of the dates indicated:

	As of December 31,			As of
	2017	2018	2019	April 30,
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>			
<b>Non-current assets</b>				
Property, plant and equipment	2,875	3,862	5,016	4,699
Right-of-use assets	3,617	4,311	8,211	8,733
Goodwill	—	—	134,718	134,718
Other intangible assets	—	1,817	81,807	74,433
Investment in an associate	—	4,104	6,043	6,810
Deferred tax assets	9,408	11,715	18,957	19,460
Other non-current assets	—	—	192	190
<b>Total non-current assets</b>	<b>15,900</b>	<b>25,809</b>	<b>254,944</b>	<b>249,043</b>
<b>Current assets</b>				
Trade receivables	215,185	326,765	567,272	707,019
Prepayments, other receivables and other assets	684,236	657,709	704,553	708,350
Restricted cash	28,976	30,077	18,652	16,281
Cash and cash equivalents	253,505	175,990	416,765	423,466
<b>Total current assets</b>	<b>1,181,902</b>	<b>1,190,541</b>	<b>1,707,242</b>	<b>1,855,116</b>
<b>Current liabilities</b>				
Trade payables	98,501	127,807	176,533	176,174
Other payables and accruals	907,703	811,205	1,208,991	1,303,718
Contract liabilities	52,001	54,062	76,960	93,706
Lease liabilities	1,319	1,999	3,279	3,459
Tax payable	15,091	18,470	72,004	62,032
<b>Total current liabilities</b>	<b>1,074,615</b>	<b>1,013,543</b>	<b>1,537,767</b>	<b>1,639,089</b>
<b>Net current assets</b>	<b>107,287</b>	<b>176,998</b>	<b>169,475</b>	<b>216,027</b>
<b>Total assets less current liabilities</b>	<b>123,187</b>	<b>202,807</b>	<b>424,419</b>	<b>465,070</b>
<b>Non-current liabilities</b>				
Lease liabilities	2,146	1,910	4,727	5,015
Deferred tax liabilities	904	1,078	22,264	20,630
<b>Total non-current liabilities</b>	<b>3,050</b>	<b>2,988</b>	<b>26,991</b>	<b>25,645</b>
<b>Net assets</b>	<b>120,137</b>	<b>199,819</b>	<b>397,428</b>	<b>439,425</b>
<b>Equity</b>				
Share capital	—	—	—	—
Reserves	120,137	199,819	384,583	426,158
Non-controlling interests	—	—	12,845	13,267
<b>Total equity</b>	<b>120,137</b>	<b>199,819</b>	<b>397,428</b>	<b>439,425</b>

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### **Property, Plant and Equipment**

Our property, plant and equipment consist of building, plant and machinery, furniture and office equipment and motor vehicles. Our property, plant and equipment increased from RMB2.9 million as of December 31, 2017 to RMB3.9 million as of December 31, 2018 and RMB5.0 million as of December 31, 2019, primarily due to purchases of furniture and office equipment as a result of our business expansion. Our property, plant and equipment slightly decreased from RMB5.0 million as of December 31, 2019 to RMB4.7 million as of April 30, 2020, primarily due to the depreciation during the period.

### **Right-of-use assets**

Our right-of-use assets are mainly related to the lease contracts for buildings and motor vehicles we used in our operations. The lease terms for the leases of buildings generally range from six months to 17 years. The lease terms for the leases of motor vehicles are generally two years. As of December 31, 2017, 2018, 2019 and April 30, 2020, our right-of-use assets amounted to RMB3.6 million, RMB4.3 million, RMB8.2 million and RMB8.7 million, respectively. The increase in our right-of-use assets throughout the Track Record Period was mainly attributable to the new lease contracts in relation to staff dormitory.

### **Goodwill**

Our goodwill amounted to RMB134.7 million as of December 31, 2019 and April 30, 2020, which arose from the acquisition of Gangyu Enterprise from several Independent Third Parties in 2019 accounted for using the acquisition method. For details of the acquisition, see “Accountants’ Report — II Notes to the Historical Financial Information — 26. Business Combination” in Appendix I to this prospectus.

### ***Goodwill Impairment***

Our management performed impairment testing for our goodwill on an annual basis or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired. We determined that there was no impairment of the cash-generating units (“CGUs”) containing goodwill for the acquisition of business as of December 31, 2019. We did not identify any significant adverse changes in the operating results and the macro environment during the four months ended April 30, 2020, and considered that there was no impairment indicator of goodwill as of April 30, 2020. Accordingly, no impairment test of goodwill was performed as of April 30, 2020.

For the purpose of impairment testing, goodwill acquired through business combination is allocated to each of the CGUs, or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level and allocated to the residential property management cash-generating unit (the “**Residential CGU**”) and the commercial property management and operational services cash-generating unit (the “**Commercial CGU**”) for impairment testing. We determined the recoverable amount of the Residential CGU and Commercial CGU based on value-in-use calculation using cash flow projection based on a five-year financial budget approved by our senior management.

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In performing the goodwill impairment assessment for the year ended December 31, 2019, we considered the following key assumptions on which our recoverable amounts of our Residential CGU and Commercial CGU are based:

1. The annual revenue growth rate, which is the predicted growth rate of the Residential CGU and Commercial CGU for the five years subsequent to the date of assessment used in the value-in-use calculations;
2. The terminal growth rate, which is the growth rate that we use to extrapolate the cash flows of our Residential CGU and Commercial CGU beyond the five-year period taken into consideration of the prevailing industry practice; and
3. The discount rate, which is used before tax and reflects specific risks relating to the relevant unit.

Details of the impairment assessment of our goodwill as of December 31, 2019 are as follows:

<u>CGU</u>	<u>Principal business</u>	<u>Allocated goodwill</u> <i>RMB</i>	<u>Annual revenue growth rate</u> %	<u>Terminal growth rate</u> %	<u>Pre-tax discount rate</u> %
<i>(in thousands, except for percentages)</i>					
Residential	Residential property management	111,150	6.0–13.0	3	17.49
Commercial	Commercial property management and operational services	23,568	6.0–15.0	3	17.54

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Based on the aforesaid assumptions, which represent the base case scenario as of December 31, 2019, the headroom, which is measured by the excess of the recoverable amount over the carrying amount, of our Residential CGU and Commercial CGU was RMB38.8 million and RMB13.0 million, respectively. Our Directors are of view that any reasonably possible change in any of the key assumptions would not cause the carrying amount of the CGUs to exceed their recoverable amount as of December 31, 2019. Our management had also undertaken a sensitivity analysis on the impairment test of goodwill. The following table sets forth the hypothetical changes to pre-tax discount rate or annual revenue growth rate that would, in isolation (with all other variables remained constant), have caused the recoverable amount of each CGU to be equal to its carrying amount as of December 31, 2019:

	Residential CGU		Commercial CGU	
	Key assumption used for impairment test	Changes of the key assumption in sensitivity analysis	Key assumption used for impairment test	Changes of the key assumption in sensitivity analysis
Pre-tax discount rate (percentage point)	17.49%	Increased by 2.91%	17.54%	Increased by 4.74%
Annual revenue growth rate	6.0% to 13.0%	Decreased by 11.4%	6.0% to 15.0%	Decreased by 14.8%

For details of the impairment testing of goodwill, see “Accountants’ Report — II Notes to the Historical Financial Information — 15. Goodwill” in Appendix I to this prospectus.

### Other Intangible Assets

Our other intangible assets comprise (i) software; and (ii) property management contracts and customer relationship arising from the acquisition of Gangyu Enterprise. As of December 31, 2017, 2018, 2019 and April 30, 2020, our other intangible assets amounted to nil, RMB1.8 million, RMB81.8 million and RMB74.4 million, respectively. Our other intangible assets as of December 31, 2019 and April 30, 2020 were mainly attributable to (i) the property management contracts of RMB15.1 million and RMB10.4 million, respectively; and (ii) customer relationship of RMB65.8 million and RMB63.3 million, respectively, both of which arose from the acquisition of Gangyu Enterprise in 2019. The decrease in our other intangible assets as of April 30, 2020 was mainly due to amortization of our property management contracts and customer relationship. For further details, see “Accountants’ Report — II Notes to the Historical Financial Information — 16. Other Intangible Assets” in Appendix I to this prospectus.

### Trade Receivables

Our trade receivables mainly represent receivables from residential property management services and commercial property management and operational services. Our trade receivables from related parties primarily arise from our pre-sale management services, pre-delivery property management services and commercial operational services, and we typically grant them a credit period between three months and one year for such services. Our trade receivables from Independent Third Parties primarily arise from our property management services, which we generally charge on a monthly or quarterly basis, depending on the terms of our property management service contracts and required payment in advance to be made on or before the fifth day of each month. We issue demand letters for balances overdue for three months and the payment is generally due upon the issuance of demand letters. See “Business — Residential Property Management Services —

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Residential Property Management Service Fees — Payment and Credit Terms” for details. We seek to maintain strict control over the outstanding receivables and overdue balances are reviewed regularly by our management. We do not have significant concentration of credit risk as our trade receivables from Independent Third Parties relate to a large number of customers. Our trade receivables are interest-free.

The following table sets forth a breakdown of our trade receivables as of the dates indicated:

	As of December 31,			As of
	2017	2018	2019	April 30,
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>			
Related parties	138,686	251,614	449,546	547,335
Independent Third Parties	<u>80,672</u>	<u>79,023</u>	<u>126,870</u>	<u>165,592</u>
	219,358	330,637	576,416	712,927
Less: Allowance for trade receivables	<u>(4,173)</u>	<u>(3,872)</u>	<u>(9,144)</u>	<u>(5,908)</u>
<b>Total</b>	<u><u>215,185</u></u>	<u><u>326,765</u></u>	<u><u>567,272</u></u>	<u><u>707,019</u></u>

Our trade receivables, net of loss allowance increased from RMB215.2 million as of December 31, 2017 to RMB326.8 million as of December 31, 2018 and further to RMB567.3 million as of December 31, 2019, which was primarily due to the increase in our revenue as a result of our business expansion. Our trade receivables increased to RMB707.0 million as of April 30, 2020, which was primarily due to (i) the increase in our revenue as a result of business expansion; and (ii) the low settlement activities during the period as our property owners and residents tend to settle outstanding property management fee balances in the second half of the year.

We apply the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of the lifetime expected loss provision for all trade receivables. To measure the expected credit losses, we classify trade receivables into receivables from related parties and Independent Third Parties based on the shared credit risk characteristics. The provision rates of trade receivables are based on the number of days past due for groupings of related parties and Independent Third Parties as they are different customer segments with different loss patterns.

During the Track Record Period, all of our allowance for trade receivables was attributable to our Independent Third Party customers. We do not make provision for trade receivables due from our related parties as the expected credit loss rate for these trade receivables is minimal, given that (i) our related parties are engaged in property development activities with healthy financial position and had no historical credit loss experience during the Track Record Period; (ii) we had not identified any adverse changes on forward-looking factors specific to the debtors and the economic environment; (iii) we had reached a specific collection plan with our related parties, pursuant to which we had collected and our related parties had repaid the outstanding trade balance as of December 31, 2019 in full by the end of September 2020; and (iv) our Directors confirmed that KWG Holdings had provided financial support and adequate funds to our related parties to meet their obligations and liabilities in the capacity as the holding company or one of the investors of our

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related parties. Our Directors are of the view that it is not necessary to make provision for the receivables due from our related parties under the expected credit loss model, and such practice is in line with comparable companies' normal results in the industry.

### *Trade Receivable Turnover Days*

The following table sets forth our trade receivable turnover days for the periods indicated:

	Year ended December 31,			Four months ended
	2017	2018	2019	April 30, 2020
	2017	2018	2019	2020
Trade receivable turnover days (Days)				
— Overall <sup>(1)</sup>	137	152	147	182
— Related parties <sup>(2)</sup>	263	260	242	283
— Independent Third Parties <sup>(3)</sup>	79	76	63	83

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*Notes:*

- (1) The overall trade receivable turnover days for a period is the average of the opening and closing trade receivables divided by our total revenue for that period and multiplied by the number of days in that period.
- (2) The trade receivable turnover days in respect of related parties is the average of the opening and closing trade receivables attributable to related parties divided by our revenue attributable to related parties for that period and multiplied by the number of days in that period.
- (3) The trade receivable turnover days in respect of Independent Third Parties is the average of the opening and closing trade receivables attributable to Independent Third Parties divided by our revenue attributable to Independent Third Parties for that period and multiplied by the number of days in that period.

The increase in our overall trade receivable turnover days in 2018 as compared to 2017 was primarily due to the longer turnover days of trade receivables from related parties, primarily as we allowed prolonged settlement from our related parties within KWG Group considering the risk of default was low. Our overall trade receivable turnover days remained stable at 152 days and 147 days in 2018 and 2019, respectively. Our overall trade receivable turnover days increased to 182 days for the four months ended April 30, 2020, which was primarily due to (i) low settlement activities from property owners and residents during the period as they tend to make settlement in the second half of the year; and (ii) low settlement activities from our related parties.

During the Track Record Period, our trade receivable turnover days of related parties were substantially longer than that of Independent Third Parties, primarily because we did not collect our trade receivables from our related parties within KWG Group as frequently as we did from Independent Third Parties considering the risk of default from our related parties was low. Our Directors confirm that, upon Listing, we will adopt a more stringent collection policy in respect of our related parties, including enhancement in collection efforts by sending reminders and extra demand letters to our related parties at regular intervals similar to our Independent Third Party customers, and grant them credit periods that are comparable to the credit periods granted to our Independent Third Party customers. We reached a specific settlement plan with our related parties,

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which the trade receivables due from our related parties as of December 31, 2019 had been fully settled as of September 30, 2020 and going forward our related parties will generally settle the trade receivables in accordance with the credit terms granted.

### *Ageing Analysis on Trade Receivables*

The following table sets forth an aging analysis of our trade receivables, net of allowance for doubtful debts, based on the invoice date as of the dates indicated:

	As of December 31,			As of
	2017	2018	2019	April 30,
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>2020</i>
		<i>(in thousands)</i>		<i>RMB</i>
Within 1 year	<b>158,387</b>	<b>223,721</b>	<b>380,505</b>	<b>464,628</b>
— Related Parties	106,814	174,668	302,699	349,490
— Independent Third Parties	51,573	49,053	77,806	115,138
1 to 2 years	<b>45,390</b>	<b>68,787</b>	<b>96,061</b>	<b>105,401</b>
— Related Parties	28,140	51,666	73,226	81,362
— Independent Third Parties	17,250	17,121	22,835	24,039
2 to 3 years	<b>9,189</b>	<b>32,550</b>	<b>66,439</b>	<b>83,140</b>
— Related Parties	1,822	23,636	51,415	63,214
— Independent Third Parties	7,367	8,914	15,024	19,926
Over 3 years	<b>2,219</b>	<b>1,707</b>	<b>24,267</b>	<b>53,850</b>
— Related Parties	1,910	1,644	22,206	53,269
— Independent Third Parties	309	63	2,061	581
<b>Total</b>	<b>215,185</b>	<b>326,765</b>	<b>567,272</b>	<b>707,019</b>

In respect of our trade receivables from Independent Third Parties that were aged more than one year, our Directors are of the view that there is no material recoverability issue associated with these receivables based on our past experience, current conditions and forecasts of future economic conditions. The expected credit loss rates for trade receivables from Independent Third Parties that were aged more than one year used in the provision matrix are based on the historical collection cash flows received by us and our credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment, the calculation of which reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date. During the Track Record Period, we did not incur significant credit loss associated with trade receivables from Independent Third Parties that were aged more than one year. In addition, we receive settlement from Independent Third Parties for their trade receivables that were aged more than one year from time to time. We generally receive full settlement of our trade receivables within three years. Most of the outstanding balances of trade receivables at the end of the reporting period are from a large number of diversified property owners, therefore there is no significant concentration of credit risk and recoverability risk. We will continuously monitor and take follow-up actions, including sending reminders through different channels or even taking legal actions, to recover overdue trade receivables, set performance targets in relation to trade receivables collection and incentive schemes to motivate responsible personnel. We will also provide additional allowance for our trade receivables should the need arises. Based on the above, our Directors consider that our expected credit loss made for trade receivables from Independent Third Parties aged over one year is adequate as of the end of each period in the Track Record Period.



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As of August 31, 2020, RMB116.9 million, representing 16.4% of our trade receivables as of April 30, 2020, had been settled. RMB78.4 million was received from our related parties, representing approximately 14.3% of the outstanding balance of our trade receivables from related parties as of April 30, 2020, among which approximately RMB61.3 million was received from KWG Group and RMB17.1 million was received from the related parties of KWG Group. As of August 31, 2020, RMB38.5 million was received from Independent Third Parties, representing 23.2% of the outstanding balance of our trade receivables from Independent Third Parties as of April 30, 2020. The settlement percentage of trade receivables attributable to our related parties was lower than that attributable Independent Third Parties, primarily as we allowed prolonged settlement from our related parties within the KWG Group considering the risk of default was low. We reached a specific settlement plan with our related parties, which the trade receivables due from our related parties as of December 31, 2019 had been fully settled as of September 30, 2020 and going forward our related parties will generally settle the trade receivables in accordance with the credit terms granted, which are comparable to the credit periods granted to our Independent Third Party customers.

### Prepayments, Other Receivables and Other Assets

The following table sets forth a breakdown of our prepayments, other receivables and other assets as of the dates indicated:

	As of December 31,			As of
	2017	2018	2019	April 30,
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>			
Amounts due from related parties	615,593	564,902	561,734	557,824
Payments on behalf of residents/tenants	31,885	49,922	63,983	67,445
Other receivables	29,995	36,123	50,672	55,017
Prepayments	6,291	7,059	21,916	21,744
Deposits	1,015	965	3,689	3,458
Advances to employees	784	1,093	2,458	3,015
Others	39	37	3,944	4,618
	685,602	660,101	708,396	713,121
Impairment allowance	(1,366)	(2,392)	(3,843)	(4,771)
<b>Total</b>	<b>684,236</b>	<b>657,709</b>	<b>704,553</b>	<b>708,350</b>

Our amounts due from related parties represent cash advances to related parties, which are non-trade in nature, interest-free, unsecured and repayable on demand. The cash advances made to our related parties were mainly in connection with the centralized treasury management conducted by KWG Group prior to the Spin-off. The decrease in amounts due from related parties throughout the Track Record Period was mainly due to the repayment from our related parties. Our amounts due from related parties had been fully settled as of the Latest Practicable Date. Payments on behalf of residents/tenants primarily represent the current accounts with the residents/tenants of communities managed by us. The continuous increase in our payment on behalf of residents/tenants was mainly attributable to the increase in our business expansion. Our

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prepayments primarily represent the prepayment for purchase of property, plant and equipment and payments to our suppliers. As of December 31, 2019 and April 30, 2020, we recorded a relatively large amount of prepayments which was primarily due to the expansion of our business upon the acquisition of Gangyu Enterprise.

For details of our amounts due from related parties, see “— Related Party Balances” in this section.

### Trade Payables

Our trade payables primarily represent our obligation to pay for the goods or services we acquired, such as materials, utilities, cleaning services, in the ordinary course of our business from our suppliers. Our suppliers generally offer us a credit period of 0 to 90 days.

The following table sets forth a breakdown of our trade payables as of the dates indicated:

	As of December 31,			As of
	2017	2018	2019	April 30, 2020
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>			
Trade payables				
— Related parties	8,357	6,707	18,930	23,608
— Independent Third Parties	90,144	121,100	157,603	152,566
<b>Total</b>	<b>98,501</b>	<b>127,807</b>	<b>176,533</b>	<b>176,174</b>

Our trade payables increased from RMB98.5 million as of December 31, 2017 to RMB127.8 million as of December 31, 2018 and further to RMB176.5 million as of December 31, 2019, primarily due to the increase in purchases of goods and services from our suppliers as a result of our business expansion. Our trade payables remained stable at RMB176.5 million and RMB176.2 million as of December 31, 2019 and April 30, 2020, respectively.

### Trade Payable Turnover Days

The following table sets forth our trade payable turnover days for the periods indicated:

	Year ended December 31,			Four months
	2017	2018	2019	ended April 30, 2020
Trade payable turnover days <i>(Days)</i> <sup>(1)</sup>	79	87	79	83

*Note:*

- (1) The trade payable turnover days for a period is the average of opening and ending trade payables divided by cost of sales for that period and multiplied by number of days in that period.

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Our trade payable turnover days were generally in line with our credit term during the Track Record Period.

### *Aging Analysis on Trade Payables*

The following table sets forth an aging analysis of our trade payables based on the invoice date as of the dates indicated:

	<u>As of December 31,</u>			<u>As of</u>
	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>April 30,</u>
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>2020</i>
	<i>(in thousands)</i>			<i>RMB</i>
Within 1 year	87,132	104,874	152,711	153,088
1 to 2 years	11,072	13,499	6,426	5,836
2 to 3 years	146	9,137	10,462	9,944
Over 3 years	<u>151</u>	<u>297</u>	<u>6,934</u>	<u>7,306</u>
<b>Total</b>	<u><u>98,501</u></u>	<u><u>127,807</u></u>	<u><u>176,533</u></u>	<u><u>176,174</u></u>

As of August 31, 2020, RMB74.2 million, representing 42.1% of our trade payables as of April 30, 2020, had been settled.

### **Other Payables and Accruals**

The following table sets forth a breakdown of our other payables and accruals as of the dates indicated:

	<u>As of December 31,</u>			<u>As of</u>
	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>April 30,</u>
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>2020</i>
	<i>(in thousands)</i>			<i>RMB</i>
Amounts due to related parties	737,721	590,088	818,923	891,124
Deposits and temporary receipts from property owners	114,428	125,216	177,042	170,015
Payroll and welfare payables	36,995	46,838	126,047	130,035
Receipts on behalf of residents/tenants	3,913	25,551	34,553	51,853
Accruals and other payables	7,491	9,677	30,516	42,783
Other tax payables	7,155	13,835	13,910	17,908
Consideration payable to the original shareholder on acquisition of subsidiaries	<u>—</u>	<u>—</u>	<u>8,000</u>	<u>—</u>
<b>Total</b>	<u><u>907,703</u></u>	<u><u>811,205</u></u>	<u><u>1,208,991</u></u>	<u><u>1,303,718</u></u>

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## FINANCIAL INFORMATION

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Our amounts due to related parties represents cash advances from our related parties from time to time, which were non-trade in nature, interest-free, unsecured and repayable on demand. The cash advances from our related parties formed part of the centralized treasury management conducted by KWG Group prior to the Spin-off. The increase in advances obtained from related parties in 2019 was mainly due to the capital requirement in relation to our business expansion and strategic acquisition of Gangyu Enterprise. Our amounts due to related parties had been fully settled as of the Latest Practicable Date. Receipts on behalf of residents primarily represent utility payments we collected from residents on behalf of the utility service providers. Deposits and temporary receipts from property owners represent mainly deposits we collected from property owners associated with their home renovation to insure against any potential damage caused by their construction projects. The continuous increase in both receipts on behalf of residents and deposits and temporary receipts from property owners throughout the Track Record Period was in line with the increase in our GFA under management.

For details of our amounts due to related parties, see “— Related Party Balances” in this section.

### **Contract Liabilities**

Our contract liabilities primarily represent the advance payments made by the customers for our property management services. Our contract liabilities remained stable at RMB52.0 million and RMB54.1 million as of December 31, 2017 and 2018, respectively, and increased to RMB77.0 million as of December 31, 2019 and RMB93.7 million as of April 30, 2020, which was mainly driven by the increase in our GFA under management.

In 2017, 2018, 2019 and the four months ended April 30, 2020, the amount of revenue recognized from the contract liabilities at the beginning of corresponding period was RMB43.8 million, RMB49.1 million, RMB51.0 million and RMB72.6 million, respectively.

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### Related Party Balances

The following table sets forth the breakdown of our related party balances as of the dates indicated:

	As of December 31,			As of
	2017	2018	2019	April 30,
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>			
<b>Prepayments and receivables from related parties</b>				
Trade receivables				
— Fellow subsidiaries	105,663	209,986	393,985	470,754
— Joint ventures of KWG Holdings	33,023	40,001	46,716	71,661
— Associates of KWG Holdings	—	1,627	8,845	4,920
	<u>138,686</u>	<u>251,614</u>	<u>449,546</u>	<u>547,335</u>
Prepayments and other receivables				
— Fellow subsidiaries	7,423	8,961	12,019	10,482
— Joint ventures of KWG Holdings	608,167	555,938	549,671	547,304
— Other related parties	3	3	44	38
	<u>615,593</u>	<u>564,902</u>	<u>561,734</u>	<u>557,824</u>
<b>Payables to related parties</b>				
Trade payables				
— Fellow subsidiaries	1,240	2,153	9,521	14,199
— Joint ventures of KWG Holdings	7,117	4,554	9,409	9,409
	<u>8,357</u>	<u>6,707</u>	<u>18,930</u>	<u>23,608</u>
Other payables				
— Fellow subsidiaries	305,270	394,445	792,362	865,747
— Joint ventures of KWG Holdings	432,451	195,643	25,431	25,377
— Other related parties	—	—	1,130	—
	<u>737,721</u>	<u>590,088</u>	<u>818,923</u>	<u>891,124</u>
Lease liabilities				
— Fellow subsidiaries	1,832	1,512	1,180	1,200
Contract liabilities				
— Fellow subsidiaries	5,497	3,611	53	—
— Joint ventures of KWG Holdings	—	—	11,029	12,110
	<u>5,497</u>	<u>3,611</u>	<u>11,082</u>	<u>12,110</u>

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## FINANCIAL INFORMATION

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Our trade receivables due from related parties amounted to RMB138.7 million, RMB251.6 million, RMB449.5 million and RMB547.3 million as of December 31, 2017, 2018, 2019 and April 30, 2020, respectively, which primarily related to the provision of residential property management services and commercial property management and commercial operational services to our fellow subsidiaries and joint ventures and associates of our ultimate holding company. Our trade payables attributable to our related parties amounted to RMB8.4 million, RMB6.7 million, RMB18.9 million and RMB23.6 million as of December 31, 2017, 2018, 2019 and April 30, 2020, respectively, which were related to rental and IT services provided by our fellow subsidiaries and joint ventures of our ultimate holding company. Our Directors have confirmed that the corresponding provision of services, rental and licensing transactions between our related parties and us were conducted on normal commercial terms and on an arm's length basis.

Our amounts due from or to related parties included as part of our prepayment and other receivables and other payables, respectively, were of non-trade nature, which primarily relate to the advances to and from our related parties in connection with the centralized treasury management conducted by KWG Group prior to the Spin-off. The increase in amounts due to related parties in 2019 was mainly due to the capital requirement in relation to our business expansion and strategic acquisition of Gangyu Enterprise. Such balances were unsecured, interest-free, and repayable on demand, and had been fully settled as of the Latest Practicable Date. In spite of the relatively large amount of cash advances to/from our related parties settled prior to the Listing, our Directors are of the view that the absence of such advances would not have had a material impact on our financial performance and position during the Track Record Period, given that we had maintained sufficient cash balances to fund our operations. We do not expect the settlement of cash advances to/from our related parties before the Listing will have a material impact on our financial performance and position going forward as we expect to derive sufficient cash from our operations.

For further details, see “Accountants’ Report — II Notes to the Historical Financial Information — 29. Related Party Transactions” in Appendix I to this prospectus.

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## FINANCIAL INFORMATION

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### NET CURRENT ASSETS

The following table sets forth a summary of our current assets and current liabilities as of the dates indicated:

	As of December 31,			As of April	As of August
	2017	2018	2019	30, 2020	31, 2020
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>				
<b>Current assets</b>					
Trade receivables	215,185	326,765	567,272	707,019	830,242
Prepayments, other receivables and other assets	684,236	657,709	704,553	708,350	771,909
Restricted cash	28,976	30,077	18,652	16,281	7,187
Cash and cash equivalents	<u>253,505</u>	<u>175,990</u>	<u>416,765</u>	<u>423,466</u>	<u>506,687</u>
<b>Total current assets</b>	<u>1,181,902</u>	<u>1,190,541</u>	<u>1,707,242</u>	<u>1,855,116</u>	<u>2,116,025</u>
<b>Current liabilities</b>					
Trade payables	98,501	127,807	176,533	176,174	178,566
Other payables and accruals	907,703	811,205	1,208,991	1,303,718	1,630,242
Contract liabilities	52,001	54,062	76,960	93,706	93,519
Lease liabilities	1,319	1,999	3,279	3,459	3,255
Tax payable	<u>15,091</u>	<u>18,470</u>	<u>72,004</u>	<u>62,032</u>	<u>81,250</u>
<b>Total current liabilities</b>	<u>1,074,615</u>	<u>1,013,543</u>	<u>1,537,767</u>	<u>1,639,089</u>	<u>1,986,832</u>
<b>Net current assets</b>	<u>107,287</u>	<u>176,998</u>	<u>169,475</u>	<u>216,027</u>	<u>129,193</u>

We recorded net current assets of RMB107.3 million, RMB177.0 million, RMB169.5 million, RMB216.0 million and RMB129.2 million as of December 31, 2017, 2018 and 2019, April 30, 2020 and August 31, 2020, respectively.

Our net current assets increased from RMB107.3 million as of December 31, 2017 to RMB177.0 million as of December 31, 2018, primarily attributable to (i) an increase in trade receivables of RMB111.6 million; and (ii) a decrease in other payables and accruals of RMB96.5 million, partially offset by a decrease in cash and cash equivalents by RMB77.5 million.



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Our net current assets remained stable at RMB177.0 million and RMB169.5 million as of December 31, 2018 and 2019, respectively, (i) an increase in other payables and accruals of RMB397.8 million; (ii) an increase in tax payable of RMB54.0 million and (iii) an increase in trade payables of RMB48.7 million, partially offset by (i) an increase in trade receivables of RMB240.5 million; and (ii) an increase in cash and cash equivalents of RMB240.8 million.

Our net current assets increased from RMB169.5 million as of December 31, 2019 to RMB216.0 million as of April 30, 2020, primarily attributable to an increase in trade receivables of RMB139.7 million, partially offset by an increase in other payables and accruals of RMB94.7 million.

Our net current assets decreased from RMB216.0 million as of April 30, 2020 to RMB129.2 million as of August 31, 2020, primarily attributable to the increase in other payables and accruals of RMB326.5 million during the period, mainly due to the interim dividend declared in the amount of RMB200.0 million, partially offset by the increase in trade receivables of RMB123.2 million and cash and cash equivalent of RMB83.2 million, mainly resulted from our operations.

### INDEBTEDNESS

The table below sets forth our indebtedness as of the dates indicated:

	As of December 31,			As of April	As of August
	2017	2018	2019	30, 2020	31, 2020
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>				
<b>Current</b>					
Lease liabilities	1,319	1,999	3,279	3,459	3,255
<b>Non-current</b>					
Lease liabilities	2,146	1,910	4,727	5,015	4,058
<b>Total</b>	<b>3,465</b>	<b>3,909</b>	<b>8,006</b>	<b>8,474</b>	<b>7,313</b>

As of December 31, 2017, 2018 and 2019, April 30, 2020 and August 31, 2020, we did not have any bank borrowings. As of August 31, 2020, being the most recent practicable date for this indebtedness statement, we did not have any unutilized banking facilities. Our Directors have confirmed that there was no material adverse change in our Group's indebtedness since August 31, 2020 and up to the Latest Practicable Date.

As of December 31, 2017, 2018 and 2019, April 30, 2020 and August 31, 2020, we had financial guarantee contracts not recognized in the financial statements amounted to RMB1,500 million, RMB1,482 million, RMB1,456 million, RMB1,455 million and RMB1,454 million, respectively, which represented the amount of guarantee given to the banks in connection with the bank loans granted to one of our fellow subsidiaries. As of December 31, 2017, 2018 and 2019, April 30, 2020 and August 31, 2020, the amount of such bank loans amounted to RMB1,500 million, RMB1,482 million, RMB1,456 million, RMB1,455 million and RMB1,454 million, respectively, which were jointly guaranteed by one of our subsidiaries and KWG Holdings and secured by certain properties held by KWG Group and certain of our cash at bank. Such guarantee provided by us had been released as of the date of this prospectus.

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We are not currently involved in any significant litigation. Save as disclosed above, as of August 31, 2020, being the most recent practicable date for our statement of indebtedness, we did not have any bank loans or other borrowings, or any loan capital issued and outstanding or agreed to be issued, debt securities, bank overdrafts, liabilities under acceptance (other than normal trade bills) or acceptance credits, debentures, mortgages, charges, hire purchases or finance lease commitments, guarantees or other material contingent liabilities or any covenant in connection therewith. Our Directors have confirmed that there was no material adverse change in our Group's contingent liabilities since August 31, 2020 and up to the Latest Practicable Date.

### LIQUIDITY AND CAPITAL RESOURCES

#### Overview

We have historically financed our operations through internal resources. As of August 31, 2020, we had cash and cash equivalents of RMB506.7 million to fund our future working capital, capital expenditure and other cash requirements.

Our future cash requirements will depend on many factors, including our operating income and capital expenditure on expansion of our operations.

Following completion of the Global Offering, we expect to fund our future working capital, capital expenditure and other cash requirements from our internal resources and the estimated net proceeds from the Global Offering. Our ability to fund our working capital needs, repay our indebtedness and finance other obligations depends on our future operating performance and cash flow, which are in turn subject to the prevailing economic conditions, the level of spending by our customers and other factors, many of which are beyond our control. Any future significant acquisition or expansion may require additional capital, and we cannot assure you that such capital will be available to us on acceptable terms, if at all. We did not experience any liquidity shortage during the Track Record Period.

#### Working Capital Sufficiency

After taking into consideration the financial resources available to our Group, including our bank balances and cash on hand, operating cash flows and the estimated net proceeds from the Global Offering, and in the absence of unforeseeable circumstances, our Directors confirm that we have sufficient working capital for our present requirements, that is for at least the next 12 months from the date of this prospectus.

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## FINANCIAL INFORMATION

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### SUMMARY OF OUR CASH FLOWS

The following table sets forth a summary of our combined statements of cash flows for the periods indicated:

	Year ended December 31,			Four months ended April 30,	
	2017	2018	2019	2019	2020
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>				
Operating cash flows before movements in working capital	61,442	112,145	280,966	62,916	113,396
Increase/(decrease) in working capital and other non-current assets	3,248	(19,392)	936	(39,738)	(48,586)
Interest received	977	1,146	1,410	321	569
Interest paid	(186)	(199)	(351)	(125)	(112)
Income tax paid	(4,470)	(23,380)	(23,556)	(9,710)	(37,553)
Net cash from operating activities	61,011	70,320	259,405	13,664	27,714
Net cash (used in)/from investing activities	(196,261)	288,959	(14,947)	(11,007)	(123,263)
Net cash from/(used in) financing activities	27,507	(436,794)	(3,683)	(4,240)	102,250
Net (decrease)/increase in cash and cash equivalents	(107,743)	(77,515)	240,775	(1,583)	6,701
<b>Cash and cash equivalents at the beginning of the year/period</b>	361,248	253,505	175,990	175,990	416,765
<b>Cash and cash equivalents at the end of the year/period</b>	253,505	175,990	416,765	174,407	423,466

#### Cash Flows in Relation to our Operating Activities

During the Track Record Period, the cash inflows from our operating activities were primarily derived from provision of our residential property management services and commercial property management and operational services, while the cash outflows for our operating activities were primarily attributable to (i) the payment of staff costs and subcontracting costs; (ii) payment for purchases of materials and services; and (iii) payments for other working capital needs. Cash flows from operating activities can be significantly affected by factors such as the timing of collection of trade receivables from customers and the timing of payment of trade payables to suppliers during the ordinary course of our business, which also primarily accounted for the difference in the net cash generated from operating activities among the years during the Track Record Period.

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## FINANCIAL INFORMATION

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### *Four Months Ended April 30, 2020*

For the four months ended April 30, 2020, we had net cash generated from operating activities of RMB27.7 million, primarily as a result of operating cash flows before movement in working capital of RMB113.4 million, offset by income tax paid of RMB37.6 million and a decrease in working capital of RMB48.6 million. The decrease in working capital during the period was primarily attributable to (i) the increase in trade receivables mainly due to the expansion of our business; (ii) the decrease in other payables and accruals mainly due to the payments of staff costs and other tax payables; partially offset by (iii) the decrease in prepayments, deposits and other receivables mainly due to the settlements from our related parties; and (iv) the increase in contract liabilities.

### *Year Ended December 31, 2019*

In 2019, we had net cash generated from operating activities of RMB259.4 million, primarily as a result of operating cash flows before movement in working capital of RMB281.0 million, offset by income tax paid of RMB23.6 million and an increase in working capital of RMB0.9 million. The increase in working capital during the year was primarily attributable to (i) the increase in other payables and accruals mainly as a result of the increase in amounts due to our related parties; (ii) the increase in trade payables as a result of our business expansion; partially offset by (iii) the increase in trade receivables mainly due to the expansion of our business.

### *Year Ended December 31, 2018*

In 2018, we had net cash generated from operating activities of RMB70.3 million, primarily as a result of operating cash flows before movement in working capital of RMB112.1 million, offset by income tax paid of RMB23.4 million and a decrease in working capital of RMB19.4 million. The decrease in working capital during the year was primarily attributable to (i) the increase in trade receivables as a result of the increase in trade receivables from our related parties; (ii) the increase in prepayments, other receivables and other assets as a result of the increase in payments on behalf of property owners due to the expansion of our business; partially offset by (iii) the increase in other payables and accruals as a result of our business expansion.

### *Year Ended December 31, 2017*

In 2017, we had net cash generated from operating activities of RMB61.0 million, primarily as a result of operating cash flows before movement in working capital of RMB61.4 million, offset by income tax paid of RMB4.5 million.

### **Cash Flows in Relation to our Investing Activities**

During the Track Record Period, the cash inflows from our investing activities were primarily derived from the repayment from our related parties, proceeds from disposal of property, plant and equipment and cash acquired from acquisition of a subsidiary, while the cash outflows for our investing activities were primarily attributable to the cash advances made to our related parties, payment for purchases of property, plant and equipment and intangible assets and capital injection to an associate.

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## FINANCIAL INFORMATION

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### *Four Months Ended April 30, 2020*

For the four months ended April 30, 2020, we had net cash used in investing activities of RMB123.3 million, which was primarily attributable to cash advances made to related parties.

### *Year Ended December 31, 2019*

In 2019, we had net cash used in investing activities of RMB14.9 million, which was primarily attributable to the cash advances made to our related parties, partially offset by the repayment from our related parties and cash acquired from the acquisition of a subsidiary in 2019.

### *Year Ended December 31, 2018*

In 2018, we had net cash generated from investing activities of RMB289.0 million, which was primarily attributable to the repayment of advances from our related parties, partially offset by the advances made to our related parties.

### *Year Ended December 31, 2017*

In 2017, we had net cash used in investing activities of RMB196.3 million, which was primarily attributable to advances made to our related parties, partially offset by the payments for purchase of property, plant and equipment.

### **Cash Flows in Relation to our Financing Activities**

During the Track Record Period, the cash inflows from our financing activities were primarily derived from the repayment of cash advances to our related parties, while the cash outflows for our financing activities were primarily attributable to cash advances from our related parties and payments for lease contracts.

### *Four Months Ended April 30, 2020*

For the four months ended April 30, 2020, we had net cash generated from financing activities of RMB102.3 million, which was primarily attributable to cash advances from related parties.

### *Year Ended December 31, 2019*

In 2019, we had net cash used in financing activities of RMB3.7 million, which was primarily attributable to repayment of cash advances and payment for lease contracts, partially offset by cash advances from related parties.

### *Year Ended December 31, 2018*

In 2018, we had net cash used in financing activities of RMB436.8 million, which was primarily attributable to the repayment of cash advances to related parties, partially offset by the cash advances from our related parties.

### *Year Ended December 31, 2017*

In 2017, we had net cash from financing activities of RMB27.5 million, which was primarily attributable to the cash advances from our related parties.

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## FINANCIAL INFORMATION

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### CAPITAL EXPENDITURE AND COMMITMENTS

#### Capital Expenditure

The table below sets forth the amount of capital expenditure, including assets related to the acquisition of Gangyu Enterprise, incurred during the Track Record Period:

	Year ended December 31,			Four months ended
	2017	2018	2019	April 30,
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>2020</i>
		<i>(in thousands)</i>		<i>RMB</i>
Addition to:				
Property, plant and equipment	1,641	2,297	2,852	627
Right-of-use assets	1,656	2,927	7,281	2,095
Other intangible assets	2,726	—	100,316	—

We financed our capital expenditure primarily through our cash flow generated from operating activities. The total estimated capital expenditure to be incurred for 2020 is expected to be RMB8.1 million, mainly attributable to the purchase of property, plant and equipment and intangible assets. Our principal sources of funds for the capital expenditure for 2020 is our operating cash flow.

#### Commitments

We did not have any material capital commitment as of December 31, 2017, 2018, 2019 and April 30, 2020, respectively.

### RELATED PARTY TRANSACTIONS

We entered into certain related party transactions during the Track Record Period. For further details, see “Accountants’ Report — II Notes to the Historical Financial Information — 29. Related Party Transaction” in Appendix I to this prospectus. Our Directors have confirmed that these transactions were conducted on normal commercial terms and on arm’s length basis and did not have a material impact on our results of operations during the Track Record Period.

### OFF-BALANCE SHEET COMMITMENTS AND ARRANGEMENTS

As of the Latest Practicable Date, we did not have any off-balance sheet commitments and transactions.

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### LISTING EXPENSES

The total estimated listing expenses in connection with the Global Offering, including underwriting commission, is approximately RMB125.0 million (based on the mid-point of the indicative Offer Price range of HK\$7.56 per Share and assuming no Over-allotment Option will be exercised), representing approximately 4.9% of the gross proceeds from the Global Offering (assuming an Offer Price of HK\$7.56, being the mid point of the indicative Offer Price range and before the exercise of the Over-allotment Option), of which (i) RMB3.1 million and RMB5.0 million, respectively, has been charged to our combined statements of profit or loss in 2019 and the four months ended April 30, 2020, (ii) approximately RMB22.2 million is expected to be charged to our combined statements of profit or loss for the year ending December 31, 2020; and (iii) approximately RMB94.7 million is expected to be accounted for as a deduction from equity upon the Listing. Our Directors do not expect that our listing expenses will have a material adverse impact on our financial performance for the year ending December 31, 2020.

Our Directors would like to emphasize that the estimated amount of listing expenses disclosed above is for reference only. The final amount of listing expenses in relation to the Listing to be recognized in our combined statements of profit or loss and other comprehensive income for the year ending December 31, 2020 will be subject to adjustment based on audit and the then changes in variables and assumptions. Prospective investors should note that the financial performance of our Group for the year ending December 31, 2020 is expected to be adversely affected by non-recurring listing expenses, and may or may not be comparable to the financial performance of our Group in the past.

### MAJOR FINANCIAL RATIOS

The following table sets forth the major financial ratios as of the dates or for the periods indicated:

	<u>As of or for the year ended December 31,</u>			<u>As of or for</u>
	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>the four</u>
				<u>months ended</u>
				<u>April 30,</u>
				<u>2020</u>
<b>Financial metrics</b>				
Return on assets <sup>(1)</sup>	4.6%	6.6%	11.6%	11.3%
Return on equity <sup>(2)</sup>	45.0%	49.8%	61.9%	54.9%
Current ratio <sup>(3)</sup>	1.10	1.17	1.11	1.13
Liabilities to assets ratio <sup>(4)</sup>	0.90	0.84	0.80	0.79

*Notes:*

- (1) Return on assets is calculated based on our profit/annualized for the periods divided by our average total assets as of the beginning and the end of the corresponding periods and multiplied by 100%.
- (2) Return on equity is calculated based on our profit/annualized for the periods divided by our average total equity as of the beginning and the end of the corresponding periods and multiplied by 100%.
- (3) Current ratio is calculated based on our total current assets as of the end of the relevant periods divided by our total current liabilities as of the end of the corresponding periods.
- (4) Liabilities to assets ratio is calculated based on our total liabilities as of the end of the relevant periods divided by our total assets as of the end of the corresponding periods.



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### Return on Assets

Our return on assets increased from 4.6% in 2017 to 6.6% in 2018 and 11.6% in 2019, which was primarily attributable to the increase in profit for the respective years mainly driven by our business expansion. Our return on assets remained stable at 11.3% for the four months ended April 30, 2020.

### Return on Equity

Our return on equity increased from 45.0% in 2017 to 49.8% in 2018 and 61.9% in 2019, which was the increase in profit for the respective years mainly driven by our business expansion. Our return on equity decreased to 54.9% for the four months ended April 30, 2020, primarily due to the increase in total equity outpaced the increase in our profitability.

### Current Ratio

Our current ratio remained stable at 1.10 times, 1.17 times, 1.11 times and 1.13 times as of December 31, 2017, 2018, 2019 and April 30, 2020, respectively.

### Liabilities to Assets Ratio

Our liabilities to assets ratio remained stable at 0.90, 0.84, 0.80 and 0.79 as of December 31, 2017, 2018, 2019 and April 30, 2020, respectively.

## QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT FINANCIAL RISKS

Our principal financial instruments comprise cash and cash equivalents, restricted cash, trade and other receivables, trade and other payables, which arise directly from our operations. We have other financial assets and liabilities such as lease liabilities.

The main risks arising from our financial instruments are credit risk and liquidity risk. Our overall risk management program focuses on minimizing potential adverse effects of these risks, with material impact, on our financial performance. The Board reviews and agrees policies for managing each of these risks and they are summarized below.

### Credit Risk

We are exposed to credit risk in relation to our trade receivables, other receivables, cash and cash equivalents and restricted cash. We expect that there is no significant credit risk associated with our cash and cash equivalents and restricted cash since they are substantially deposited at state-owned banks and other medium or large-sized listed banks in China. Our management does not expect that there will be any significant losses from non-performance by these counterparties. We expect that the credit risk associated with trade receivables and other receivables due from related parties to be low, since the related parties have strong capacity to meet contractual cash flow obligation in the near term. As a result, the impairment provision for the trade receivables and other receivables due from related parties recognized during the Track Record Period was minimal. There are no significant concentration of credit risk within our Group as the customer bases of our trade receivables and other receivables are widely dispersed. In addition, receivable balances are monitored on an ongoing basis.

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## FINANCIAL INFORMATION

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### Liquidity Risk

Liquidity risk is the risk that we will encounter difficulty in meeting financial obligation due to shortage of funds. Our exposure to liquidity risk arises primarily from the mismatches of the maturities of financial assets and liabilities. Our objective is to maintain a balance between continuity of funding to finance our working capital needs as well as capital expenditure.

The following analysis the maturity profile of our financial liabilities as of the end of each period of the Track Record Period, which is based on contractual undiscounted payments.

	<b>On demand</b>	<b>Less than 1 year</b>	<b>1 to 5 years</b>	<b>More than 5 years</b>	<b>Total</b>
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>				
<b>As of December 31, 2017</b>					
Trade payables	14,017	84,484	—	—	98,501
Lease liabilities	—	1,454	1,431	1,320	4,205
Financial liabilities included in other payables and accruals	749,125	114,428	—	—	863,553
Financial guarantee given to banks in connection with bank loans granted to a fellow subsidiary	<u>1,500,000</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>1,500,000</u>
	<u>2,263,142</u>	<u>200,366</u>	<u>1,431</u>	<u>1,320</u>	<u>2,466,259</u>
<b>As of December 31, 2018</b>					
Trade payables	29,142	98,665	—	—	127,807
Lease liabilities	—	2,127	1,230	1,200	4,557
Financial liabilities included in other payables and accruals	625,316	125,216	—	—	750,532
Financial guarantee given to banks in connection with bank loans granted to a fellow subsidiary	<u>1,482,000</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>1,482,000</u>
	<u>2,136,458</u>	<u>226,008</u>	<u>1,230</u>	<u>1,200</u>	<u>2,364,896</u>

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**FINANCIAL INFORMATION**

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	<b>On demand</b>	<b>Less than 1 year</b>	<b>1 to 5 years</b>	<b>More than 5 years</b>	<b>Total</b>
	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>	<i>RMB</i>
	<i>(in thousands)</i>				
<b>As of December 31, 2019</b>					
Trade payables	24,321	152,212	—	—	176,533
Lease liabilities	—	3,512	4,190	1,080	8,782
Financial liabilities included in other payables and accruals	883,992	185,042	—	—	1,069,034
Financial guarantee given to banks in connection with bank loans granted to a fellow subsidiary	<u>1,456,000</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>1,456,000</u>
	<u>2,364,313</u>	<u>340,766</u>	<u>4,190</u>	<u>1,080</u>	<u>2,710,349</u>
<b>As of April 30, 2020</b>					
Trade payables	66,206	109,968	—	—	176,174
Lease liabilities	—	3,708	4,452	1,080	9,240
Financial liabilities included in other payables and accruals	985,760	170,015	—	—	1,155,775
Financial guarantee given to banks in connection with bank loans granted to a fellow subsidiary	<u>1,455,000</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>1,455,000</u>
	<u>2,506,966</u>	<u>283,691</u>	<u>4,452</u>	<u>1,080</u>	<u>2,796,189</u>

We aim to maintain sufficient cash and cash equivalents or have available funding through an adequate amount of available financing to meet our commitments. We are satisfied that our Group will be able to meet in full its financial obligations as and when they fall due in the foreseeable future in the normal course of our business.

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## FINANCIAL INFORMATION

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### **DIVIDENDS AND DISTRIBUTABLE RESERVE**

Our Board is responsible for submitting proposals in respect of dividend payments, if any, to our Shareholders for approval at general meetings. A decision to declare any dividends and the amount of such dividends depend on various factors, including our results of operation, cash flows, financial condition, future business prospects, statutory and contractual restrictions on the payment of dividends by us and other factors that our Board considers relevant.

Our Company did not declare any dividends during the Track Record Period. In August 2020, our Company declared 2020 interim dividend in the amount of RMB200.0 million to the shareholders of our Company whose names appeared in the register of members of our Company at the close of business on August 28, 2020, namely KWG Holdings and Happy Harmony, which will be distributed in 2021 with the funds received from the dividend declared by our subsidiaries in the PRC upon the completion of tax registration procedures. We will settle the 2020 interim dividend declared by our Company using our Group's internal funds from operations in the PRC and will not apply any proceeds from the Listing for settlement. The unaudited pro forma adjusted combined net tangible assets attributable to owners of the parent have not taken into account such declaration of dividend. Had the dividend been taken into account, the unaudited pro forma adjusted combined net tangible assets attributable to owners of the parent per Share would decrease to HK\$1.28 per Share (based on the Offer Price of HK\$7.00 per Share) or HK\$1.49 per Share (based on the Offer Price of HK\$8.13 per Share). See "Appendix II — Unaudited Pro Forma Financial Information — A. Unaudited Pro Forma Adjusted Combined Net Tangible Assets" for details.

The recommendation of the payment of dividend is subject to the absolute discretion of our Board, and, after the Listing, any declaration of final dividend for the year will be subject to the approval of our Shareholders. The declaration and payment of future dividends will be subject to various factors, including but not limited to our results of operations, financial performance, profitability, business development, prospects, capital requirements and economic outlook. Any declaration and payment as well as the amount of the dividend will be subject to our constitutional documents and the Cayman Islands Companies Law, including, in certain circumstances, the approval of our Shareholders.

Our Company had no reserve available for distribution to the Shareholders as of April 30, 2020.

### **RECENT DEVELOPMENTS AND NO MATERIAL ADVERSE CHANGE**

#### **Recent Development of Our Property Management Services and Commercial Operational Services**

Since April 30, 2020 and up to the Latest Practicable Date, we had entered into new contracts with KWG Group and its joint ventures, associates or other related parties to provide property management services with respect to nine residential properties with aggregated contracted GFA of approximately 1.4 million sq.m. We had also entered into two new contracts with KWG Group to provide commercial property management and operational services with aggregated contracted GFA of 0.2 million sq.m. During the same period, the GFA under management newly delivered by KWG Group and its joint ventures, associates or other related parties for our management amounted to approximately 964,175 sq.m. and 61,934 sq.m. with respect to residential properties and commercial properties, respectively.

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## FINANCIAL INFORMATION

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Since April 30, 2020 and up to the Latest Practicable Date, as a continuous effort to further diversify our revenue source and reduce reliance on KWG Group and its joint ventures, associates or other related parties, we had entered into contracts to provide cleaning and gardening services, under subcontracting arrangements for third-party property management companies with respect to 12 residential properties and four commercial properties developed by third-party property developers with an aggregated contracted GFA of approximately 2.8 million sq.m. We believe that such subcontracting arrangements enable us to (i) expand our property management service portfolio in terms of the types of property served; (ii) reach out and increase our service presence to other residential and commercial properties more rapidly; and (iii) gain a competitive edge compared to other competitors in the event that the property owners at any of these properties would like to replace its current property management service provider given that we have already been providing certain property management services to such projects. The scope of our services typically covered cleaning and gardening services; the term of such contracts is typically one year in duration, and we typically charge a fixed service fee which is payable monthly at an expected gross profit margin of approximately 25%, which is generally lower than the gross profit margin of our residential property management services. We, as a subcontractor, have the obligation to procure our own raw materials and manage our own employees that provide the services. Going forward, we will evaluate and enter into more subcontracting arrangements of this type when suitable opportunities arise.

During the same period, we had also won two bids to provide property management services with respect to commercial properties developed by third-party property developers with an aggregated contracted GFA of approximately 97,000 sq.m during the same period. In addition, we had been contracted to provide commercial operational services with respect to one commercial property developed by third-party property developers with contracted GFA of approximately 136,000 sq.m.

As of December 31, 2019, KWG Group and its joint ventures, associates or other related parties had 111 property projects under development with an aggregate GFA of approximately 15.1 million sq.m.

After the Track Record Period, for the purpose of expanding our business, we have entered into memorandums of understanding or has been in the process of negotiating with the sellers to acquire the equity interests of certain companies. For more details, see “Waivers from Strict Compliance with the Requirements under the Listing Rules.”

### **Outbreak of COVID-19 Pandemic**

Towards the end of 2019, an outbreak of respiratory illness caused by a novel coronavirus (COVID-19) quickly spread globally and throughout China. In response, measures such as travel restrictions had been imposed in major cities in China, as well as other countries and territories, in an effort to contain the outbreak of the COVID-19. The outbreak has led us to implement various measures in our property management projects to prevent transmission of or mitigate exposure to the disease. We constantly monitor the status of the COVID-19 outbreak, as well as the various regulatory and administrative measures adopted by local governments, to prevent and control the pandemic.

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## FINANCIAL INFORMATION

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As of the Latest Practicable Date, certain of the measures, including the travel restrictions imposed on Wuhan, had been lifted by the PRC government. However, the outbreak is likely to have an adverse impact on the livelihood of the people in and the economy of the PRC. The property market in the PRC may be adversely impacted due to, among others, delays in property constructions. As of the Latest Practicable Date, we had not experienced any material adverse impact due to delays in property constructions in the PRC property market. The outlook of the property market, economy slowdown and/or negative business sentiment could potentially have an indirect impact on the property management market and our business operation and financial condition may be adversely affected in the short term. However, according to JLL, the outbreak of COVID-19 is expected to bring limited impacts to China's property management market in the long run due to the fact that (i) the size of the existing PRC property management market will unlikely be affected, as the current GFA under management and the property management fee rates will not be affected by the COVID-19 outbreak; and (ii) the property construction and sales activities have been delayed but have gradually resumed to normal operation since second quarter of 2020. Up to the Latest Practicable Date, we were not aware of any material adverse effects on our financial statements as a result of the COVID-19 outbreak. The total GFA of residential and commercial properties delivered to us for management through bidding and fee quotation (excluding projects obtained through acquisitions) increased for the eight months ended August 31, 2020 as compared with those of the same period in 2019. In addition, our average property management fee rate remained stable for the eight months ended August 31, 2020 as compared with that for the year ended December 31, 2019. Our key financial indicators including revenue and gross profit increased, and gross profit margin and collection rate for property management fee remained stable for the eight months ended August 31, 2020 as compared with those of the same period in 2019. In the unlikely event that we are forced to reduce or suspend part of our business operations, whether due to government policy or any other reasons beyond our control, due to the COVID-19 outbreak, after estimating our existing financial resources only as of August 31, 2020 by taking into account (i) no revenue would be generated due to suspension of business; (ii) our cash and cash equivalents as of August 31, 2020; (iii) no banking facilities would be utilized; (iv) 5% of the net proceeds from the Global Offering that will be used as our general working capital, based on the Offer Price of HK\$7.56 per Offer Share, being the mid-point of the Offer Price range; (v) government subsidy for COVID-19 to be received within 12 months from September 1, 2020; (vi) our prudent estimates of settlement of account receivables and payables as of August 31, 2020 based on historical settlement pattern; and (vii) our estimated net cash used in operating activities based on our existing operating scale, including estimated monthly staff costs and other related expenses to maintain our basic operations, our Directors are of the view that our Group will remain financially viable for approximately 12 months from August 31, 2020. For more information, see "Business — Effects of the COVID-19 Outbreak."

Since April 30, 2020 and up to the Latest Practicable Date, our business remained stable which was in line with the past trends and our expectations. To the best of our knowledge, since April 30, 2020 (being the date on which the latest audited combined financial information of our Group was prepared) and up to the date of this prospectus, there has been no material adverse change in our business operations, the business environment in which we operate, as well as our financial or trading position, indebtedness, mortgage, contingent liabilities, guarantees or prospects.

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## FINANCIAL INFORMATION

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### **UNAUDITED PRO FORMA ADJUSTED COMBINED NET TANGIBLE ASSETS**

For details of our unaudited pro forma adjusted combined net tangible assets, see Appendix II to this prospectus.

### **NO ADDITIONAL DISCLOSURE REQUIRED UNDER LISTING RULES**

Our Directors have confirmed that, as of the Latest Practicable Date, they were not aware of any circumstances which would give rise to a disclosure requirement under Rules 13.13 to 13.19 of the Listing Rules.



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## FUTURE PLANS AND USE OF PROCEEDS

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### FUTURE PLANS

Please see “Business — Our Strategies” for a detailed description of our future plans.

### USE OF PROCEEDS

We estimate the net proceeds of the Global Offering which we will receive, assuming an Offer Price of HK\$7.56 per Offer Share (being the mid-point of the Offer Price range stated in this prospectus), will be approximately HK\$2,755.5 million, after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Global Offering and assuming the Over-allotment Option is not exercised.

We intend to use the net proceeds of the Global Offering for the following purposes assuming the Offer Price is fixed at HK\$7.56 per Offer Share (being the mid-point of the indicative Offer Price Range).

- approximately 60% or HK\$1,653.3 million, will be used to pursue strategic acquisitions and investment opportunities to further develop strategic alliances, expand our business scale and increase our market shares in residential property management service market and commercial and other non-residential property management and operational service market, among which, (i) approximately 35% or HK\$964.4 million, will be used to acquire or invest in residential property management service providers in order to scale up our residential management business and expand our residential management service portfolio; (ii) approximately 15% or HK\$413.3 million, will be used to acquire or invest in commercial and other non-residential property management service providers, such as those managing public facilities such as schools, hospitals and government buildings to strengthen our capacity of serving non-residential properties and diversify our service portfolio; and (iii) approximately 10% or HK\$275.5 million, will be used to acquire companies providing property management related services, such as security, cleaning, gardening and maintenance services, to optimize our business structure and achieve synergy effect.

As of the Latest Practicable Date, we had not identified any acquisition or investment targets for our use of net proceeds from the Global Offering. We target companies which meet the following criteria when we evaluate potential investments or acquisitions and we intend to acquire majority interests in these targets:

- (i) in respect of residential property management service providers, we would prefer those targets that meet all or part of our criteria which mainly include, among others: (a) a competent management team with extensive experience in property management business; (b) managing a portfolio of properties primarily including residential properties and serviced apartments; (c) a total GFA of no less than three million sq.m. under management; (d) annual revenue no less than RMB30.0 million; (e) an average net profit margin of above 8.0%; (f) a sound track record for a duration of five to ten years, including profitability and legal compliance; and (g) presence in cities with high potential and promising business lines such as those first-tier, new first-tier and second-tier cities located in the Greater Bay Area, Yangtze River Delta, Bohai Economic Rim and Midwest China as these city clusters are expected to see continuous population inflow and strong economic development, according to JLL.

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## FUTURE PLANS AND USE OF PROCEEDS

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- (ii) in respect of commercial and other non-residential property management service providers, we would prefer those targets that meet all or part of our criteria which mainly include, among others: (a) a competent management team with extensive experience in property management and commercial operational service business; (b) managing a portfolio of properties primarily including commercial properties such as shopping malls and office buildings and non-residential properties such as schools, hospitals and government buildings; (c) a total GFA of no less than one million sq.m. under management; (d) annual revenue of no less than RMB30.0 million; (e) an average net profit margin of above 12.0%; (f) a sound track record for a duration of five to ten years, including profitability and legal compliance; and (g) presence in cities with high potential and promising business lines such as those first-tier, new first-tier and second-tier cities located in the Greater Bay Area, Yangtze River Delta, Bohai Economic Rim and Midwest China as these city clusters are expected to see continuous population inflow and strong economic development, according to JLL.
  
- (iii) in respect of companies providing property management related services, we would prefer those targets that meet all or part of our criteria which mainly include, among others: (a) services provided in multiple cities and considerable scale; (b) average net profit of no less than RMB5.0 million; (c) synergies between such property management related services and our primary business activities; (d) good brand quality, a sound track record for a duration of five to ten years and a competent management team with extensive experience in property management business; and (e) presence in cities with high potential and promising business lines such as those first-tier, new first-tier and second-tier cities located in the Greater Bay Area, Yangtze River Delta, Bohai Economic Rim and Midwest China as these city clusters are expected to see continuous population inflow and strong economic development, according to JLL. The property management related service providers we plan to invest in or acquire will be downstream service providers, such as providers of security services, cleaning services and repair and maintenance services. We believe investing in or acquiring these providers will create synergy effect which enables us to improve the efficiency in our supplier selection process as well as control our costs more effectively.

We intend to further reinforce our leading position in the Greater Bay Area and broaden our geographic coverage to Yangtze River Delta, Beijing-Tianjin-Hebei metropolitan clusters, major cities along the Yangtze River and cities that benefit from the Go-West Campaign (西部大開發) in China. According to JLL, the property management industry is fragmented, with approximately 130,000 property management service providers operating in the industry in 2019. As advised by JLL, there are over 600 residential property management service providers in the market that meet our criteria of having a total GFA of no less than three million sq.m. under management and annual revenue of no less than RMB30.0 million, in addition, there are over 670 commercial property management service providers in the market that meet our criteria of having a total GFA of no less than one million sq.m. under management and annual revenue of no less than RMB30.0 million. Consequently, our Directors believe that our selection criteria are in line with the industry practice and there are sufficient number of suitable target companies available in the market for our aforementioned expansion plan. Given the availability of suitable target companies in the PRC market, we believe we are

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## FUTURE PLANS AND USE OF PROCEEDS

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able to bolster our geographic presence and increase our market share in the selected regions we expand into through investments or acquisitions. We intend to leverage our brand recognition and information technology capabilities to replicate our success to the target companies. We also plan to establish stringent approval systems and procedures for reviewing target companies, due diligence results and investment proposals and approvals to ensure such investments or acquisition fit our expansion strategies. It is estimated that such proposed investments or acquisitions will be completed within one to three years, and detailed time frame will depend on the actual situation of the potential targets, including their business scales and the proportion of shares we plan to acquire or invest in. Assuming that the Company will receive the net proceeds from the Global Offering at an Offer Price fixed at the mid-point of the Offer Price range to conduct the proposed strategic acquisitions and all of these acquisitions will be materialized and to a large extent be completed by December 31, 2021, our estimated GFA under management for properties developed by KWG Group and its joint ventures, associates or other related parties and properties developed by third-party property developers will account for approximately 41.4% and 58.6%, respectively, of our total estimated GFA under management as of December 31, 2021. Our estimated revenue for property management services generated from property management services with respect to properties developed by KWG Group and its joint ventures, associates or other related parties and properties developed by third-party property developers will account for approximately 58.3% and 41.7%, respectively, of our total estimated revenue for the year ending December 31, 2021. The information above is prepared on the basis of our management's present expectation which is subject to various risks, assumptions and uncertainties.

- approximately 25% or HK\$688.9 million, will be used to upgrade and increase coverage of the intelligent service systems in order to further enhance our operational efficiency and service quality, among which, (i) approximately 15% or HK\$413.3 million, will be used to purchase and upgrade hardware, establish smart terminal equipment and Internet of Things platforms, including upgrading and increasing the coverage of the “Traffic Management Cloud” system (車管雲系統), “Jun” surveillance (駿天眼) system, and the facility remote monitoring and operation management system to enhance the quality of our digital and intelligent management services. With respect to the “Traffic Management Cloud” system, the cost of upgrading and increasing the coverage of such system is expected to be approximately RMB123.7 million. The amount of the cost has taken into account (i) the historical average cost at approximately RMB230,000 per project for developing Traffic Management Cloud system, including among others, hardware costs, parking membership system development costs and maintenance costs; (ii) number of current projects pending such system upgrades; (iii) number of projects expect to be delivered by KWG Group from 2021 to 2023 which will be installing Traffic Management Cloud system; and (iv) estimated cost of integration of Traffic Management Cloud system with Internet of Things platforms. By upgrading and increasing the coverage of such system, we aim to (a) gradually replace manual entry control with unmanned entry control which would help save our labor costs and improve efficiency. We expect to save labor costs of approximately RMB67,000 per project per year; and (b) increase the support of various payment methods which help enhance customer experience. The current coverage rate of the “Traffic Management Cloud” system was approximately 56.8% as of April 30, 2020, and we intend to achieve a coverage rate of 100% in the future. With respect to “Jun” surveillance system, the cost of upgrading and increasing the coverage of such

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## FUTURE PLANS AND USE OF PROCEEDS

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system is expected to be approximately RMB122.6 million. The amount of the cost has taken into account (i) the historical average cost at approximately RMB222,000 per project for developing “Jun” surveillance system, including among others, hardware costs, rental fee for cloud platform and maintenance costs; (ii) number of projects pending such system upgrades; and (iii) number of projects expect to be delivered by KWG Group from 2021 to 2023 which will be installing “Jun” surveillance system. By upgrading and increasing the coverage of such system, we would be able to monitor key locations such as main entrances within our managed communities, shopping malls and office buildings remotely and the system will send alerts to our ERP system on a real-time basis when it detects irregularities which help improve our management efficiency and service quality. The current coverage rate of “Jun” surveillance system was approximately 20.8% as of April 30, 2020, and we intend to achieve a coverage rate of 100% in the future. With respect to facility remote monitoring and operation management system, the cost of upgrading and increasing the coverage of such system is expected to be approximately RMB84.6 million. The amount of the cost has taken into account (i) the historical average cost at approximately RMB1.25 per sq.m. for implementing the facility remote monitoring and operation management system, including among others, hardware costs, rental fee for cloud platform and maintenance costs; and (ii) in view of the growth of our business scale and the expected GFA to be delivered by KWG Group from 2021 to 2023 which is expected to be covered by the facility remote monitoring and operation management system. By upgrading and increasing the coverage of such system, we believe we will be able to better monitor the performance of our equipment and facilities in real time as well as optimize their energy consumption level which in turn increase their service life and improve our operational quality and efficiency. The current coverage rate of the facility remote monitoring and operation management system was approximately 12.9% as of April 30, 2020, and we intend to achieve a coverage rate of 100% in the future; and (ii) approximately 10% or HK\$275.5 million, will be used to further develop and upgrade the intelligent service systems, which will be integrated with other services to further enhance our operational efficiency and service quality, primarily including establishing user big data platform for the purpose of centralizing the management of various systems we utilize during the course of our business which help optimize our business operations and improve efficiency. The allocation basis for the amount of the proceeds for such system upgrades mainly takes into account the costs for (i) purchasing Internet of Things platform software; (ii) building the infrastructure such as large screen data visualization center which utilizes business intelligence tools to facilitate data analysis; (iii) applying facial recognition technology to the current and future properties under our management; (iv) integration of the data collected from the current and future properties under our management; and (v) integration of various IT systems we use during the course of our business operations such as ERP system, facility management system and CoKWP app. The data source of the big data platform would be derived from the “Traffic Management Cloud” system and “Jun” surveillance system. We also plan to derive the data from other sources including, among others, our ERP system, facility management system and the CoKWG app. Through data analysis, we will be able to analyze the demands of our residents and provide customized value-added services to our residents according to the demographics in our managed residential communities. In addition, by upgrading our intelligent service systems and achieving higher coverage rates, we would be able to collect more data for analysis which in turn enables us to (i) discover more business opportunities with respect to our offering of value-added services; and (ii)

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## FUTURE PLANS AND USE OF PROCEEDS

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assist our senior management in identifying and responding to key trends rapidly and efficiently by adjusting our value-added service offerings. It is estimated that such technology upgrades will be completed within one to three years.

- approximately 10% or HK\$275.5 million, will be used to further diversify our value-added services, among which, (i) approximately 5% or HK\$137.8 million, will be used for cooperation with companies that provide complementary community products and services, including third-party suppliers that provide food, groceries and household items, and cleaning, housekeeping and home laundry service providers, in order to provide our residents with better customer experience; and (ii) approximately 5% or HK\$137.8 million, will be used to further develop and promote our value-added services by forming a designated team which utilizes big-data technology to explore potential market demand. For example, if we identify a community that has a significant number of families with children or teenagers, we will recommend family trip packages or study trip packages to the residents in such community. It is estimated that these development efforts will be completed within one to three years.
- approximately 5% or HK\$137.8 million, will be used for general business purpose and working capital. We expect the demand for working capital to increase as a result of our endogenous growth as well as plans for strategic acquisitions and investments.

The above allocation of the proceeds will be adjusted on a pro rata basis in the event that the Offer Price is fixed at a higher or lower level compared to the mid-point of the estimated offer price range or the Over-allotment Option is exercised.

If the Offer Price is fixed at HK\$8.13 per Offer Share (being the high end of the Offer Price range stated in this prospectus) and assuming the Over-allotment Option is not exercised, we will receive net proceeds of approximately HK\$2,966.4 million, after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Global Offering.

If the Offer Price is fixed at HK\$7.00 per Offer Share (being the low end of the Offer Price range stated in this prospectus) and assuming the Over-allotment Option is not exercised, the net proceeds we receive will be approximately HK\$2,548.3 million, after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Global Offering.

In the event that the Over-allotment Option is exercised in full, we will receive additional net proceeds ranging from approximately HK\$388.4 million (assuming an Offer Price of HK\$7.00 per Share, being the low end of the proposed Offer Price range) to HK\$451.1 million (assuming an Offer Price of HK\$8.13 per Share, being the high end of the proposed Offer Price range), after deduction of underwriting fees and commissions and estimated expenses payable by us in connection with the Global Offering.

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## FUTURE PLANS AND USE OF PROCEEDS

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To the extent that the net proceeds are not immediately applied to the above purposes and to the extent permitted by applicable law and regulations, we intend to deposit the net proceeds into short-term demand deposits. We will make an appropriate announcement if there is any change to the above proposed use of proceeds or if any amount of the proceeds will be used for general corporate purpose.

We estimate that (assuming the exercise of the Over-allotment Option in full), we will receive net proceeds from the Global Offering of approximately HK\$3,175.0 million, after deduction of underwriting fees and commissions and estimated expenses payable by them in the Global Offering and assuming an offer price of HK\$7.56 per Share (being the mid-point of the offer price range set forth on the cover of this prospectus). If the Offer Price is fixed at the high end of the indicative Offer Price range, being HK\$8.13 per Share, the net proceeds we receive from the Global Offering will be approximately HK\$3,417.5 million. If the Offer Price is set at the low end of the indicative Offer Price range, being HK\$7.00 per Share, the net proceeds we receive from the Global Offering will be approximately HK\$2,936.8 million.



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## CORNERSTONE INVESTORS

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### THE CORNERSTONE PLACING

We have entered into cornerstone investment agreements (each a “**Cornerstone Investment Agreement**”, and together the “**Cornerstone Investment Agreements**”) with the cornerstone investors set out below (each a “**Cornerstone Investor**”, and together, the “**Cornerstone Investors**”), pursuant to which the Cornerstone Investors have agreed to, subject to certain conditions, subscribe at the Offer Price for a certain number of our Offer Shares (rounded down to the nearest whole board lot of 1,000 Shares) that may be purchased with an aggregate amount of US\$120 million (or equivalent to approximately HK\$930.0 million calculated based on an exchange rate of US\$1.00: HK\$7.7500) (exclusive of the brokerage fee, the SFC transaction levy and the Stock Exchange trading fee) (the “**Cornerstone Placing**”).

Assuming an Offer Price of HK\$7.00 per Share, being the low-end of the indicative Offer Price range set out in this prospectus, the total number of Offer Shares to be subscribed for by the Cornerstone Investors would be 132,854,000 Offer Shares, representing approximately 34.65% of the Offer Shares and approximately 6.58% of our total issued share capital immediately upon the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

Assuming an Offer Price of HK\$7.56 per Share, being the mid-point of the indicative Offer Price range set out in this prospectus, the total number of Offer Shares to be subscribed for by the Cornerstone Investors would be 123,013,000 Offer Shares, representing approximately 32.09% of the Offer Shares and approximately 6.10% of our total issued share capital immediately upon the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

Assuming an Offer Price of HK\$8.13 per Share, being the high-end of the indicative Offer Price range set out in this prospectus, the total number of Offer Shares to be subscribed for by the Cornerstone Investors would be 114,386,000 Offer Shares, representing approximately 29.84% of the Offer Shares and approximately 5.67% of our total issued share capital immediately upon the completion of the Global Offering (assuming the Over-allotment Option is not exercised).

To the best knowledge of our Company, (i) each of the Cornerstone Investors is not an existing Shareholder, and is independent of our Company, connected persons, and their respective associates; (ii) we became acquainted with each of the Cornerstone Investors either through business operations of KWG Holdings (in the case of China Lesso) or through introduction by the Underwriters; (iii) each of the Cornerstone Investors expects to fund the respective cornerstone investment with its internal resources; (iv) the subscription for Offer Shares by the Cornerstone Investors (save as HGCI, China Lesso and OP Capital) under the Cornerstone Placing is not financed directly or indirectly by our Company, any of our Directors, chief executive of our Company, any of our existing Shareholders or any of its subsidiaries or their respective close associates; (v) each of the Cornerstone Investors (save as HGCI, China Lesso and OP Capital) is making independent investment decisions and none of them is accustomed to taking instructions from a core connected person of our Company, our Company, any of our Directors, chief executive of our Company, any of our existing Shareholders, or any of its subsidiaries or their respective close associates in relation to the acquisition, disposal, voting or other disposition of the Offer Shares; (vi) there is no side agreement or arrangement between our Company and each of the Cornerstone Investors or any direct or indirect benefit conferred on the Cornerstone Investors by virtue of or in relation to their investments in our Company; and (vii) no preferential treatment has been, nor will be, given to any Cornerstone Investor.



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## CORNERSTONE INVESTORS

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The Cornerstone Investors will acquire the Offer Shares pursuant to, and as part of, the International Offering. The Offer Shares to be subscribed for by the Cornerstone Investors will rank *pari passu* in all respects with the other fully paid Offer Shares in issue and will be counted towards the public float of our Company under Rule 8.24 of the Listing Rules. The Cornerstone Investors will not subscribe for any Offer Shares under the Global Offering (other than pursuant to the respective Cornerstone Investment Agreements). Immediately following the completion of the Global Offering, the Cornerstone Investors will not have any board representation in our Company, nor will the Cornerstone Investors become a substantial shareholder of our Company.

The investment amount for the Offer Shares to be subscribed for by each of the Cornerstone Investors under the Cornerstone Placing will be paid at or before 8:00 a.m. (Hong Kong time) on the Listing Date. Delivery of the Offer Shares subscribed for by the Cornerstone Investors will take place on the Listing Date subject to due payment being made. According to the Cornerstone Investment Agreements entered into among our Company, the Joint Representatives, the relevant Joint Global Coordinator (where applicable) and the Cornerstone Investors (except Hillhouse Capital and Orchid China and LMA SPC), the Company, the Joint Representatives and the relevant Joint Global Coordinator (where applicable) may in their sole discretion determine and notify the relevant Cornerstone Investor that the delivery of all or any part of the Shares subscribed for by such Cornerstone Investor shall be made on a date later than the Listing Date (“**Delayed Delivery Date**”), provided that the Delayed Delivery Date shall be no later than three business days following the last day on which the Over-allotment Option may be exercised. As of the Latest Practicable Date, it is expected that there will be a delayed delivery of Offer Shares to the Cornerstone Investors (other than Hillhouse Capital and Orchid China and LMA SPC). Such delayed delivery arrangement is to facilitate the over-allocation in the International Offering and the Stabilization by the Stabilizing Manager.

In the event of over-subscription under the Hong Kong Public Offering, the number of Offer Shares to be subscribed for by the Cornerstone Investors may be affected by the reallocation of Shares between the International Offering and the Hong Kong Public Offering. If the total demand for Shares in the Hong Kong Public Offering falls within the circumstance as set out in the section headed “Structure of the Global Offering — The Hong Kong Public Offering — Reallocation” in this prospectus, the number of Offer Shares subscribed for by each of the Cornerstone Investors may be deducted on a pro rata basis to satisfy the public demands under the Hong Kong Public Offering.

### THE CORNERSTONE INVESTORS

The information about the Cornerstone Investors set forth below has been provided by the Cornerstone Investors in connection with the Cornerstone Placing. Our Company became acquainted with each of the Cornerstone Investors through introduction and arrangement by the Underwriters in the Global Offering. To the best knowledge of our Directors, it is expected that each of the Cornerstone Investors will finance and settle its payment of investment amounts by way of its internal resources.

#### Hillhouse Funds

Gaoling Fund, L.P. and YHG Investment, L.P. (the “**Hillhouse Funds**”) are limited partnerships formed under the laws of the Cayman Islands. Hillhouse Capital Advisors, Ltd. (“**Hillhouse Capital**”) serves as the sole investment manager of Gaoling Fund, L.P. and the general partner of YHG Investment, L.P..

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## CORNERSTONE INVESTORS

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Founded in 2005, Hillhouse Capital is a global firm of investment professionals and operating executives who are focused on building and investing in high quality business franchises that achieve sustainable growth. Independent proprietary research and industry expertise, in conjunction with world-class operating and management capabilities, are key to Hillhouse Capital's investment approach. Hillhouse Capital partners with exceptional entrepreneurs and management teams to create value, often with a focus on enacting innovation and technological transformation. Hillhouse Capital invests in the healthcare, consumer, TMT, advanced manufacturing, financial and business services sectors in companies across all equity stages. Hillhouse Capital and its group members manage assets on behalf of institutional clients such as university endowments, foundations, sovereign wealth funds, and family offices.

### **Orchid China and LMA SPC**

Orchid China Master Fund Limited ("**Orchid China**") is incorporated in the Cayman Islands, which is managed by Orchid China Management (Cayman) Limited ("**Orchid China Management**"). Orchid China was established in 2008 and it mainly invests in securities of companies listed on the Stock Exchange and other major stock exchanges, in particular, in the consumer products and services, technology and internet sectors. Orchid China Management is an exempted company incorporated under the laws of the Cayman Islands. Orchid China Management manages assets on behalf of clients such as fund of funds, family offices and high net worth individuals.

MAP 164 Segregated Portfolio is a segregated portfolio of LMA SPC, a Cayman Islands incorporated segregated portfolio company. MAP 164 Segregated Portfolio is managed by Lighthouse Investment Partners, LLC, an investment adviser registered with the U.S. Securities and Exchange Commission. MAP 164 Segregated Portfolio has entered into an investment advisory agreement with Orchid China Management for the management of its assets.

### **HGCI**

Harvest Global Capital Investments Limited ("**HGCI**") is a company incorporated in Hong Kong and a corporation licensed to carry out type 1 (dealing in securities), type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO in Hong Kong. It is principally engaged in merger and acquisitions, equity investment and investment advisory business. HGCI is a wholly-owned subsidiary of Harvest Fund Management Co., Ltd ("**HFM**"). HFM is one of the largest Chinese institutional asset managers by assets under management, serving institutional clients and 80 million retail clients.

Associates of HGCI are Qualifying KWG Shareholders. Pursuant to the Distribution to Qualifying KWG Shareholders on the basis of one Share for every two KWG Shares held on the Record Date, such associates will hold in aggregate 1,640,140 Shares in our Company after the Distribution, representing 0.08% of our enlarged share capital immediately after the completion of the Global Offering, without taking into account the exercise of the Over-allotment Option. In view of HGCI's cornerstone investment, HGCI has undertaken that it will procure its associate not to apply for any Reserved Shares under the Preferential Offering.

### **Snow Lake**

Snow Lake China Master Fund, Ltd., (“**Snow Lake**”) is an exempted company established under the laws of the Cayman Islands. Snow Lake Capital (HK) Limited (“**Snow Lake Capital**”), a Hong Kong incorporated company, serves as the investment manager of Snow Lake. Snow Lake Capital, together with its affiliates, is an Asian alternative investment management firm founded in 2009. The firm employs a long-term fundamental investment approach, leveraging its in-house proprietary research capabilities and disciplined investment process in selecting high quality businesses with forward-thinking management. Snow Lake Capital mainly invests in leading companies in the TMT, consumer, healthcare, financial services and real estate sectors. Snow Lake Capital manages capital mainly for institutional clients globally, including endowments, foundations, sovereign wealth funds and pensions.

### **Valliance**

The Valliance Fund (“**Valliance**”) is an exempted company established under the laws of the Cayman Islands. Valliance Asset Management Limited (“**VAML**”), an asset management firm licensed by the Securities and Futures Commission of Hong Kong, serves as the investment manager of Valliance. VAML employs a deep value and bottom up investment approach, combining detailed research with a highly disciplined investment process to choose portfolio investments on behalf of a wide range of institutional clients globally across multiple funds. Mr. Li Lin, Lincoln (李琳) is the founder of VAML and its chief investment officer since inception.

### **China Lesso**

China Lesso Group Holdings Limited (“**China Lesso**”, together with its subsidiaries, “**China Lesso Group**”) is a leading large-scale industrial group that manufactures building materials and interior decoration products in the PRC. It is listed on the Main Board of the Stock Exchange (stock code: 2128). China Lesso is one of the constituent stocks of the Hang Seng Composite MidCap Index and is a stock eligible for trading through the Shanghai-Hong Kong Stock Connect and Shenzhen-Hong Kong Stock Connect. In addition, China Lesso was officially made a constituent stock of MSCI China index in November 2019. China Lesso Group provides products and services such as plastic piping, building materials and interior decoration, environmental protection, and operates a supply chain service platform. China Lesso Group provides over 10,000 types of products, which are applied to such fields as interior decoration, civil architecture, municipal water supply, drainage, electric power transmission, telecommunication, gas supply, fire services, environmental protection, agriculture and marine aquaculture. China Lesso’s shareholders’ approval is not required for its subscription for the Offer Shares pursuant to the Cornerstone Investment Agreement. China Lesso Group has been supplying building materials to KWG Group and its related entities since 2017.

An associate of China Lesso is a Qualifying KWG Shareholder. Pursuant to the Distribution to Qualifying KWG Shareholders on the basis of one Share for every two KWG Shares held on the Record Date, such associate will hold 11,006,250 Shares in our Company after the Distribution, representing 0.55% of our enlarged share capital immediately after the completion of the Global Offering, without taking into account the exercise of the Over-allotment Option. In view of China Lesso’s cornerstone investment, China Lesso have undertaken that it will procure its associate not to apply for any Reserved Shares under the Preferential Offering.

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## CORNERSTONE INVESTORS

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### **OP Capital**

Oscar and Partners Capital Limited (“**OP Capital**”) is the authorized agent and investment manager of OP Golden Property Value Chain Fund SP and OP New Economy Growth Fund SP (the “**OP Funds**”), which are segregated portfolios of Oscar and Partners Capital (Cayman) SPC, an exempted company incorporated with limited liability and registered as a segregated portfolio company under the laws of the Cayman Islands.

OP Capital is a limited liability company incorporated in Hong Kong. It is a corporation licensed to carry out type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO in Hong Kong, subject to the conditions that (i) it shall only provide services to professional investors (as defined under the SFO) and (ii) it shall not hold client assets (as defined under the SFO). OP Capital is responsible for managing the investment, sale and reinvestment of the assets of the OP Funds and the assets of relevant segregated portfolios and has, subject to the terms of the management agreement, full discretionary investment management authority in respect thereof subject to the overall control and supervision of the directors.

OP Capital is a Qualifying KWG Shareholder. Pursuant to the Distribution to Qualifying KWG Shareholders on the basis of one Share for every two KWG Shares held on the Record Date, OP Capital will hold 2,890,000 Shares in our Company after the Distribution, representing 0.14% of our enlarged share capital immediately after the completion of the Global Offering, without taking into account the exercise of the Over-allotment Option. In view of its cornerstone investment, OP Capital has undertaken that it will not apply for any Reserved Shares under the Preferential Offering.

### **Aspex**

Aspex Master Fund (“**Aspex**”) is a Cayman Islands exempted company incorporated with limited liability operating as a private investment fund, which is managed by Aspex Management (HK) Limited. The investment objective of Aspex is to achieve attractive absolute returns over the medium-to long-term horizon through a bottom-up, research intensive, fundamentally-driven equity investment strategy focused on companies based in or heavily exposed to the Pan-Asia region. The ultimate beneficial owner of Aspex is an individual who is an independent third party of the Company. The individual is a licensed representative and responsible officer under the SFO. Prior to joining Aspex, he was an executive managing director and head of Asia equities of an international fund house, and was responsible for, among other things, overseeing Asia equities and private investments across the firm.

# CORNERSTONE INVESTORS

The following table sets forth details on the Cornerstone Placing:

Cornerstone Investor	Total investment amount (US\$ in millions)	Hong Kong dollar equivalent (HK\$ in millions)	Number of Offer Shares to be subscribed	Assuming the Over-allotment Option is not exercised			Assuming the Over-allotment Option is fully exercised		
				Approximate percentage of the Offer Shares	Approximate percentage of the International Offer Shares	Approximate percentage of the Global Offering immediately upon the completion of the Global Offering	Approximate percentage of the Offer Shares	Approximate percentage of the International Offer Shares	Approximate percentage of the Global Offering immediately upon the completion of the Global Offering
<b>Assuming an Offer Price of HK\$7.00 per Share (being the low-end of the indicative Offer Price range)</b>									
Hillhouse Funds	50.0	387.5	55,357,000	14.44%	16.04%	2.74%	12.56%	13.75%	2.67%
Orchid China and LMA									
SPC	10.0	77.5	11,071,000	2.89%	3.21%	0.55%	2.51%	2.75%	0.53%
HGCI	10.0	77.5	11,071,000	2.89%	3.21%	0.55%	2.51%	2.75%	0.53%
Snow Lake Capital	10.0	77.5	11,071,000	2.89%	3.21%	0.55%	2.51%	2.75%	0.53%
Valliance	10.0	77.5	11,071,000	2.89%	3.21%	0.55%	2.51%	2.75%	0.53%
China Lesso	10.0	77.5	11,071,000	2.89%	3.21%	0.55%	2.51%	2.75%	0.53%
OP Capital	10.0	77.5	11,071,000	2.89%	3.21%	0.55%	2.51%	2.75%	0.53%
Aspex	10.0	77.5	11,071,000	2.89%	3.21%	0.55%	2.51%	2.75%	0.53%
<b>Total</b>	<b>120.0</b>	<b>930.0</b>	<b>132,854,000</b>	<b>34.65%</b>	<b>38.50%</b>	<b>6.58%</b>	<b>30.13%</b>	<b>33.00%</b>	<b>6.40%</b>
<b>Assuming an Offer Price of HK\$7.56 per Share (being the mid-end of the indicative Offer Price range)</b>									
Hillhouse Funds	50.0	387.5	51,256,000	13.37%	14.85%	2.54%	11.63%	12.73%	2.47%
Orchid China and LMA									
SPC	10.0	77.5	10,251,000	2.67%	2.97%	0.51%	2.33%	2.55%	0.49%
HGCI	10.0	77.5	10,251,000	2.67%	2.97%	0.51%	2.33%	2.55%	0.49%
Snow Lake Capital	10.0	77.5	10,251,000	2.67%	2.97%	0.51%	2.33%	2.55%	0.49%
Valliance	10.0	77.5	10,251,000	2.67%	2.97%	0.51%	2.33%	2.55%	0.49%
China Lesso	10.0	77.5	10,251,000	2.67%	2.97%	0.51%	2.33%	2.55%	0.49%
OP Capital	10.0	77.5	10,251,000	2.67%	2.97%	0.51%	2.33%	2.55%	0.49%
Aspex	10.0	77.5	10,251,000	2.67%	2.97%	0.51%	2.33%	2.55%	0.49%
<b>Total</b>	<b>120.0</b>	<b>930.0</b>	<b>123,013,000</b>	<b>32.09%</b>	<b>35.65%</b>	<b>6.10%</b>	<b>27.90%</b>	<b>30.56%</b>	<b>5.93%</b>
<b>Assuming an Offer Price of HK\$8.13 per Share (being the high-end of the indicative Offer Price range)</b>									
Hillhouse Funds	50.0	387.5	47,662,000	12.43%	13.81%	2.36%	10.81%	11.84%	2.30%
Orchid China and LMA									
SPC	10.0	77.5	9,532,000	2.49%	2.76%	0.47%	2.16%	2.37%	0.46%
HGCI	10.0	77.5	9,532,000	2.49%	2.76%	0.47%	2.16%	2.37%	0.46%
Snow Lake Capital	10.0	77.5	9,532,000	2.49%	2.76%	0.47%	2.16%	2.37%	0.46%
Valliance	10.0	77.5	9,532,000	2.49%	2.76%	0.47%	2.16%	2.37%	0.46%
China Lesso	10.0	77.5	9,532,000	2.49%	2.76%	0.47%	2.16%	2.37%	0.46%
OP Capital	10.0	77.5	9,532,000	2.49%	2.76%	0.47%	2.16%	2.37%	0.46%
Aspex	10.0	77.5	9,532,000	2.49%	2.76%	0.47%	2.16%	2.37%	0.46%
<b>Total</b>	<b>120.0</b>	<b>930.0</b>	<b>114,386,000</b>	<b>29.84%</b>	<b>33.15%</b>	<b>5.67%</b>	<b>25.94%</b>	<b>28.42%</b>	<b>5.51%</b>

**Notes:**

1. Calculated based on an exchange rate of US\$1.00:HK\$7.7500 as described in “Information about this Prospectus and the Global Offering — Exchange Rate Conversion.” The actual investment amount of the relevant Cornerstone Investor may change due to the actual exchange rate to be used as prescribed in the relevant Cornerstone Investment Agreement.
2. Subject to rounding down to the nearest whole board lot of 1,000 Shares.

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## CORNERSTONE INVESTORS

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### CLOSING CONDITIONS

The obligations of each Cornerstone Investor to subscribe for the Offer Shares under the respective Cornerstone Investment Agreement is subject to, among other things, the following closing conditions:

- (i) the Underwriting Agreements being entered into and having become effective and unconditional (in accordance with their respective original terms or as subsequently waived or varied by agreement of the parties thereto) by no later than the time and date as specified in the Underwriting Agreements, and neither of the Underwriting Agreements having been terminated;
- (ii) the Offer Price having been agreed upon between our Company and the Joint Representatives (on behalf of the Underwriters);
- (iii) the Listing Committee having granted the listing of, and permission to deal in, the Shares (including the Shares under the Cornerstone Placing as well as other applicable waivers and approvals) and such approval, permission or waiver having not been revoked prior to the commencement of dealings in the Shares on the Stock Exchange;
- (iv) no Laws (as defined in the relevant Cornerstone Investment Agreement) shall have been enacted or promulgated by any Governmental Authority (as defined in the relevant Cornerstone Investment Agreement) which prohibits the consummation of the transactions contemplated in the Global Offering or the Cornerstone Investment Agreement and there shall be no orders or injunctions from a court of competent jurisdiction in effect precluding or prohibiting consummation of such transactions; and
- (v) the respective representations, warranties, undertakings and confirmations of the relevant Cornerstone Investor under the relevant Cornerstone Investment Agreement are accurate and true in all material respects and not misleading in any material respect and that there is no material breach of the relevant Cornerstone Investment Agreement on the part of the relevant Cornerstone Investor.

### RESTRICTIONS ON THE CORNERSTONE INVESTORS

Each of the Cornerstone Investors has agreed that without the prior written consent of each of our Company, the Joint Representatives, the Joint Sponsors and the relevant Joint Global Coordinator (where applicable), it will not, whether directly or indirectly, at any time during the period of six months following the Listing Date (the “**Lock-up Period**”) (i) dispose of (as defined in the relevant Cornerstone Investment Agreement), in any way, any of the Offer Shares it has purchased or any interest in any company or entity holding any of such Offer Shares pursuant to the relevant Cornerstone Investment Agreement, save for certain limited circumstances, such as transfers to any of its wholly-owned subsidiaries which will be bound by the same obligations of such Cornerstone Investor, including the Lock-up Period restriction; (ii) allow itself to undergo a change of control (as defined in The Codes on Takeovers and Mergers and Share Buy-backs promulgated by the SFC) at the level of its ultimate beneficial owner; or (iii) enter into any transactions directly or indirectly with the same economic effect as any aforesaid transaction.

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## UNDERWRITING

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### HONG KONG UNDERWRITERS

ABCI Securities Company Limited  
Huatai Financial Holdings (Hong Kong) Limited  
China International Capital Corporation Hong Kong Securities Limited  
Credit Suisse (Hong Kong) Limited  
Morgan Stanley Asia Limited  
BOCI Asia Limited  
CGS-CIMB Securities (Hong Kong) Limited  
CLSA Limited  
CRIC Securities Company Limited  
HeungKong Securities Limited

### UNDERWRITING

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters on a conditional basis. The International Offering is expected to be fully underwritten by the International Underwriters.

The Global Offering comprises the Hong Kong Public Offering of initially 38,340,000 Hong Kong Offer Shares and the International Offering of initially 345,044,000 International Offer Shares, subject, in each case, to adjustment on the basis as described in the section headed “Structure of the Global Offering”.

### UNDERWRITING AGREEMENT AND EXPENSES

#### Hong Kong Public Offering

##### *Hong Kong Underwriting Agreement*

Pursuant to the Hong Kong Underwriting Agreement, we are offering initially 38,340,000 Shares (subject to reallocation) for subscription by way of the Hong Kong Public Offering on the terms and subject to the conditions of this prospectus and the Application Forms at the Offer Price.

Subject to (i) the Listing Committee granting the listing of, and permission to deal in, the Shares; (ii) the International Underwriting Agreement having been signed and becoming unconditional; and (iii) certain other conditions set forth in the Hong Kong Underwriting Agreement, the Hong Kong Underwriters have severally and not jointly agreed to apply or procure applications, on the terms and conditions of this prospectus and the related Application Forms, for their respective proportions of the Hong Kong Offer Shares which are being offered but are not taken up under the Hong Kong Public Offering.

##### *Grounds for Termination*

The Joint Representatives, for themselves and on behalf of the Hong Kong Underwriters, and the Joint Sponsors shall be entitled, in their sole and absolute discretion, by notice (orally or in writing) to our Company to terminate the Hong Kong Underwriting Agreement with immediate effect if at any time prior to 8:00 a.m. on the Listing Date:



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## UNDERWRITING

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- (a) there develops, occurs, exists or comes into effect:
- (i) any local, national, regional or international event, series of events, or circumstance in the nature of force majeure (including, without limitation, any acts of government, declaration of a national or international emergency or war, calamity, crisis, epidemic, outbreak of disease, lock-outs, economic sanctions, strikes, fire, explosion, flooding, earthquake, volcanic eruption, civil commotion, riots, public disorder, acts of war, outbreak or escalation of hostilities (whether or not war is declared), acts of God or acts of terrorism) in or affecting Hong Kong, the PRC, the Cayman Islands, the British Virgin Islands, the United States, the United Kingdom, any member of the European Union or any other jurisdiction relevant to any member of our Group or the Global Offering (collectively, the “**Relevant Jurisdictions**”); or
  - (ii) any change, or any development involving a prospective change, or any event or series of events or circumstance likely to result in or representing any change or development involving a prospective change in local, national, regional or international financial, economic, political, military, industrial, fiscal, regulatory, currency, credit or market conditions or any monetary or trading settlement system (including, without limitation, conditions in the stock and bond markets, money and foreign exchange markets, the inter-bank markets, a change in the system under which the value of the Hong Kong currency is linked to that of the currency of the United States or a material change in the value of Hong Kong dollars or of the Renminbi against any foreign currencies) in or affecting any of the Relevant Jurisdictions; or
  - (iii) any moratorium, suspension or restriction (including, without limitation, any imposition of or requirement for any minimum or maximum price limit or price range) in or on trading in securities generally on the Stock Exchange, the New York Stock Exchange, the NASDAQ Global Market, the London Stock Exchange, the Shanghai Stock Exchange or the Shenzhen Stock Exchange; or
  - (iv) any general moratorium on commercial banking activities in Hong Kong (imposed by the Financial Secretary or the Hong Kong Monetary Authority or other competent government authority), New York (imposed at Federal or New York State level or other competent government authority) or any other Relevant Jurisdiction, or any disruption in commercial banking or foreign exchange trading or securities settlement or clearance services, procedures or matters in any of the Relevant Jurisdictions; or
  - (v) any new laws, or any change or any development involving a prospective change in existing laws or in the interpretation or application thereof by any court or other competent Authority, in each case, in or affecting any of the Relevant Jurisdictions; or
  - (vi) any change or prospective change in taxation or exchange control, currency exchange rates or foreign investment regulations (including, without limitation, a change in the system under which the value of the Hong Kong currency is linked to that of the currency of the United States or a material devaluation of the United

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## UNDERWRITING

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- States dollar, Hong Kong dollar or the Renminbi against any foreign currencies), or the implementation of any exchange control, in or affecting any of the Relevant Jurisdictions; or
- (vii) any material litigation or claim of any third party being threatened or instigated against any member of our Group or any Director (excluding independent non-executive Directors); or
  - (viii) the chairman or chief executive officer of our Company vacating his office; or
  - (ix) any material adverse change or prospective material adverse change in the assets, liabilities, conditions, business, prospects (financial or otherwise), earnings, profits, losses or financial or trading position of our Group taken as a whole and/or any member of our Group which has a substantial business operation; or
  - (x) an Authority or a regulatory body or organization in any of the Relevant Jurisdictions commencing any investigation or other action, or announcing an intention to investigate or take other action, against any member of our Group or any Director (excluding independent non-executive Directors); or
  - (xi) any contravention by any member in our Group or any Director on the Companies Ordinance, the SFO, the Company Law of the PRC or the Listing Rules in any material respect; or
  - (xii) non-compliance of this prospectus (or any other documents used in connection with the contemplated offer and sale of the Shares) or any aspect of the Global Offering with the Listing Rules or any other applicable laws; or
  - (xiii) the issue or requirement to issue by our Company of any supplement or amendment to this prospectus, Application Forms, preliminary offering circular or offering circular or other documents in connection with the offer and sale of our Shares pursuant to the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance or the Listing Rules or any requirement or request of the Stock Exchange and/or the SFC; or
  - (xiv) any change or development involving a prospective change which has the effect of materialization of any of the risks set out in the section headed “Risk Factors” in this prospectus; or
  - (xv) an order or petition for the winding up of any member of our Group or any composition or arrangement made by any member of our Group with its creditors or a scheme of arrangement entered into by any member of our Group or any resolution for the winding up of any member of our Group or the appointment of a provisional liquidator, receiver or manager over all or part of the material assets or undertaking of any member of our Group or anything analogous thereto occurring in respect of any member of our Group; or
  - (xvi) any Director (excluding independent non-executive Directors) being charged with an indictable offence or prohibited by operation of law or otherwise disqualified from taking part in the management of a company; or

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## UNDERWRITING

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- (xvii) the imposition of economic sanctions, in whatever form, directly or indirectly, by, or for, any Relevant Jurisdiction on any member of our Group; or
- (xviii) any valid demand by any creditor for repayment or payment of any indebtedness of any member of our Group prior to its stated maturity,

which, individually or in the aggregate, in the sole and absolute opinion of the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters):

- (A) has or will have or may have a material adverse effect on the assets, liabilities, business, general affairs, management, prospects, shareholders' equity, profits, losses, results of operations, position or condition (financial or otherwise) or performance of our Group as a whole; or
  - (B) has or will have or may have a material adverse effect on the success of the Global Offering or the level of applications under the Hong Kong Public Offering or the level of interest under the International Offering; or
  - (C) makes or will make or may make it inadvisable or inexpedient or impracticable for the Global Offering to proceed or to market the Global Offering, or to deliver the Offer Shares on the terms and in the manner contemplated by this prospectus, the Application Forms, the formal notice, the preliminary offering circular or the offering circular; or
  - (D) has or will have or may have the effect of making any part of the Hong Kong Underwriting Agreement (including underwriting) incapable of performance in accordance with its terms or preventing or delaying the processing of applications and/or payments pursuant to the Global Offering or pursuant to the underwriting thereof; or
- (b) there has come to the notice of the Joint Representatives:
- (i) that any statement contained in the Offering Documents (as defined in the Hong Kong Underwriting Agreement) and/or any notices, announcements, advertisements, communications issued or used by or on behalf of our Company in connection with the Hong Kong Public Offering and the Preferential Offering (including any supplement or amendment thereto) was or has become untrue, incomplete, incorrect or misleading in any material respect or any forecasts, estimate, expressions of opinion, intention or expectation expressed in the Offering Documents (as defined in the Hong Kong Underwriting Agreement) and/or any notices, announcements, advertisements, communications so issued or used by or on behalf of our Company in connection with the Global Offering (including any supplement or amendment thereto) are not fair and honest and made on reasonable grounds or, where appropriate, based on reasonable assumptions; or
  - (ii) any matter has arisen or has been discovered which would, had it arisen or been discovered immediately before the date of this prospectus, not having been disclosed in the Offering Documents (as defined in the Hong Kong Underwriting Agreement), constitutes a material omission therefrom; or

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## UNDERWRITING

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- (iii) either (a) there has been a material breach of any of the representations, warranties, undertakings or provisions of either the Hong Kong Underwriting Agreement or the International Underwriting Agreement by our Company or our Controlling Shareholders (other than any breach thereof by the Joint Sponsors, the Joint Representatives, the Joint Global Coordinators, the Joint Lead Managers, the Joint Bookrunners, the Hong Kong Underwriters or the International Underwriters) or (b) any of the representations, warranties and undertakings given by our Company and our Controlling Shareholders in the Hong Kong Underwriting Agreement or the International Underwriting Agreement, as applicable, is (or would when repeated be) untrue, incorrect, incomplete or misleading in any material respect; or
- (iv) any event, act or omission which gives or is likely to give rise to any material liability of our Company and our Controlling Shareholders pursuant to the indemnities given by our Company and our Controlling Shareholders under the Hong Kong Underwriting Agreement; or
- (v) a prohibition by an Authority on our Company for whatever reason from allotting, issuing or selling the Shares (including the Over-allotment Option Shares) pursuant to the terms of the Global Offering; or
- (vi) any expert described under “Statutory and General Information — D. Other Information — 8. Qualifications and consents of experts” in Appendix IV to this prospectus has withdrawn its respective consent (other than the Joint Sponsors) prior to the issue of this prospectus with the inclusion of its reports, letters and/or legal opinions (as the case may be) and references to its name included in the form and context in which it respectively appears; or
- (vii) any material adverse change or prospective material adverse change in the assets, business, general affairs, management, shareholder’s equity, profits, losses, properties, results of operations, in the position or condition (financial or otherwise) or prospects of any member of our Group taken as a whole, as determined by the Joint Representatives in its sole and absolute discretion; or
- (viii) the grant or agreement to grant the approval by the Listing Committee of the listing of, and permission to deal in, our Shares on the Main Board is refused or not granted, other than subject to customary conditions, on or before the Listing Date, or if granted, the approval is subsequently withdrawn, cancelled, qualified (other than by customary conditions), revoked or withheld; or
- (ix) our Company has withdrawn the Offering Documents (and/or any other documents issued or used in connection with the Global Offering) or the Global Offering; or
- (x) a material portion of the orders in the book-building process have been withdrawn, terminated or cancelled or the investment commitments by any cornerstone investors, have been withdrawn, terminated or cancelled or if any cornerstone investor is unlikely to fulfill its obligation under the respective agreement; or
- (xi) the Stock Borrowing Agreement is not duly authorized, executed and delivered in accordance with the terms of the Stock Borrowing Agreement and the relevant applicable laws or it is terminated unilaterally.

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## UNDERWRITING

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### UNDERTAKINGS TO THE STOCK EXCHANGE PURSUANT TO THE LISTING RULES

#### Undertakings by our Company

Pursuant to Rule 10.08 of the Listing Rules, we have undertaken to the Stock Exchange that no further Shares or securities convertible into our equity securities (whether or not of a class already listed) may be issued by us or form the subject of any agreement to such an issue within six months from the Listing Date (whether or not such issue of Shares or our securities will be completed within six months from the Listing Date), except pursuant to the Capitalization Issue, the Global Offering, the exercise of the Over-allotment Option and/or under the circumstances prescribed by Rule 10.08 of the Listing Rules.

#### Undertakings by our Controlling Shareholders

Pursuant to Rule 10.07(1) of the Listing Rules, each of our Controlling Shareholders has undertaken to the Stock Exchange and to our Company that except pursuant to the Capitalization Issue, the Global Offering and the exercise of the Over-allotment Option and the lending of any Shares pursuant to the Global Offering, he/it shall not and shall procure that the relevant registered holder(s) not to:

- (a) in the period commencing on the date by reference to which disclosure of his/its shareholding in our Company is made in this prospectus and ending on the date which is six months from the Listing Date, dispose of, or enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the securities of our Company in respect of which he/it is shown by this prospectus to be the beneficial owners; or
- (b) in the period of six months commencing on the date on which the period referred to in paragraph (a) above expires, dispose of, or enter into any agreement to dispose of or otherwise create any options, rights, interests or encumbrances in respect of, any of the securities of our Company referred to in the paragraph (a) above if, immediately following such disposal or upon the exercise or enforcement of such options, rights, interests or encumbrances, he/it would then cease to be a group of Controlling Shareholders.

Note (2) to Rule 10.07(2) of the Listing Rules provides that the rule does not prevent our Controlling Shareholders from using the Shares owned by he/it as security (including a charge or a pledge) in favor of an authorized institution (as defined in the Banking Ordinance, Chapter 155 of the Laws of Hong Kong) for a bona fide commercial loan.

In addition, pursuant to Note 3 to Rule 10.07(2) of the Listing Rules, each of our Controlling Shareholder has further undertaken to us and the Stock Exchange that, within the period commencing from the date by reference to which disclosure of his/its shareholdings in our Company is made in this prospectus and ending on a date which is 12 months from the Listing Date, it will:

- (a) when he/it pledges or charges any securities of our Company beneficially owned by him/it in favor of an authorized institution (as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) pursuant to Note 2 to Rule 10.07(2) of the Listing Rules, immediately inform our Company of such pledge or charge together with the number of such securities of our Company so pledged or charged; and

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## UNDERWRITING

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- (b) when he/it receives indications, either verbal or written, from any pledgee or chargee that any of the pledged or charged securities of our Company will be disposed of, immediately inform our Company of such indications.

We have agreed and undertaken to the Stock Exchange that, we shall inform the Stock Exchange as soon as we have been informed of the above matters (if any) by any of the Controlling Shareholders and make a public disclosure by way of an announcement which is published in accordance with the Listing Rules as soon as possible.

### UNDERTAKINGS PURSUANT TO THE HONG KONG UNDERWRITING AGREEMENT

#### Undertakings by our Company

Pursuant to the Hong Kong Underwriting Agreement, except pursuant to the Capitalization Issue, the Global Offering and the exercise of the Over-allotment Option and the issue of Shares thereof as otherwise permitted under the Listing Rules, during the period commencing on the date of the Hong Kong Underwriting Agreement and up to and including the date falling six months after the Listing Date (the “**First Six-Month Period**”), we have undertaken to each of the Joint Sponsors, the Joint Representatives, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Underwriters that we will not, without the prior written consent of the Joint Sponsors and the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

- (a) allot, issue, sell, accept subscription for, offer to allot, issue or sell, contract or agree to allot, issue or sell, mortgage, charge, pledge, hypothecate, lend, grant or sell any option, warrant, contract or right to subscribe for or purchase, grant or purchase any option, warrant, contract or right to allot, issue or sell, or otherwise transfer or dispose of or create an encumbrance over, or agree to transfer or dispose of or create an encumbrance over, either directly or indirectly, conditionally or unconditionally, any Shares or other securities of our Company or any interest in any of the foregoing (including, any securities convertible into or exchangeable or exercisable for or that represents the right to receive, or any warrants or other rights to purchase any Shares or other equity securities of our Company, or deposit any Shares or other securities of our Company with a depositary in connection with the issue of depositary receipts; or
- (b) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of any Shares or other securities of our Company, or any interest in any of the foregoing (including, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any equity securities of our Company); or
- (c) enter into any transaction with the same economic effect as any transaction described in sub-paragraph (a) or (b) above; or
- (d) offer to or agree to or announce any intention to effect any transaction specified in sub-paragraphs (a), (b) or (c) above,



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## UNDERWRITING

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in each case, whether any of the foregoing transactions is to be settled by delivery of Shares or other securities of our Company, in cash or otherwise (whether or not the issue of such Shares or other securities will be completed within the First Six-Month Period). Our Company further agrees that, in the event that our Company enters into any of the transactions described in sub-paragraphs (a), (b) or (c) above or offers to or agrees to or announces any intention to effect any such transaction at any time during the period of six months commencing on the date on which the First Six-Month Period expires (the “**Second Six-Month Period**”), we shall take all reasonable steps to ensure that any such transaction, offer, agreement or announcement will not, and no other act of our Company will, create a disorderly or false market for any Shares or other securities of our Company.

### **Undertakings by our Controlling Shareholders**

Pursuant to the Hong Kong Underwriting Agreement, each of our Controlling Shareholders has undertaken to each of our Company, the Joint Sponsors, the Joint Representatives, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Underwriters that, except pursuant to the Global Offering, the Stock Borrowing Agreement and the exercise of the Over-allotment Option and the issue of the Shares thereof, without the prior written consent of the Joint Sponsors and the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters) and unless in compliance with the requirements of the Listing Rules:

- (a) he/it will not at any time during the First Six-Month Period:
  - (i) offer, accept subscription for, pledge, charge (other than any pledge or charge of the issued share capital of our Company after consummation of the Global Offering (assuming the Over-allotment Option is not exercised) in favor of an authorized institution as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) for a bona fide commercial loan in compliance with Note 2 to Rule 10.07 of the Listing Rules), allot, issue, sell, lend, mortgage, assign, contract to allot, issue or sell, sell any option or contract to purchase, purchase any option or contract to sell, grant or agree to grant any option, right or warrant to purchase or subscribe for, lend or otherwise transfer or dispose of, either directly or indirectly, conditionally or unconditionally, or repurchase any of his/its share capital or other securities of our Company or any interest therein (including but not limited to any securities convertible into or exercisable or exchangeable for or that represent the right to receive any such share capital or securities or any interest therein); or
  - (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership (legal or beneficial) of our Shares or any other equity securities of our Company or any interest therein (including, without limitation, any securities convertible into or exchangeable or exercisable for or that represent the right to receive, or any warrants or other rights to purchase, any Shares or any other equity securities of our Company or any interest in any of the foregoing); or
  - (iii) enter into any transaction with the same economic effect as any transaction described in sub-paragraphs (a)(i) or (a)(ii) above; or



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## UNDERWRITING

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- (iv) offer to or agree to or announce any intention to effect any transaction specified in this sub-paragraphs (a)(i), (ii) or (iii) above, in each case, whether any of the transactions specified in this sub-paragraphs (a)(i), (ii) or (iii) above is to be settled by delivery of Shares or other securities of our Company, or in cash or otherwise (whether or not the issue of such Shares or other securities of our Company will be completed within the First Six-Month Period);
- (b) he/it will not, during the Second Six-Month Period, enter into any of the transactions specified in sub-paragraphs (a)(i), (a)(ii) or (a)(iii) above or offer to or agree to or announce any intention to effect any such transaction if, immediately following any sale, transfer or disposal or upon the exercise or enforcement of any option, right, interest or encumbrance pursuant to such transaction, he/it will cease to be a group of Controlling Shareholders; and
- (c) until the expiry of the Second Six-Month Period, in the event that he/it enters into any such transactions specified in sub-paragraphs (a)(i), (a)(ii) or (a)(iii) above or offers to or agrees to or announces any intention to effect any such transaction, he/it will take all reasonable steps to ensure that he/it will not create a disorderly or false market for any Shares or other securities of our Company, provided that, subject to strict compliance with any requirements of applicable laws (including, without limitation and for the avoidance of doubt, the requirements of the Stock Exchange or of the SFC or of any other relevant Authority), nothing shall prevent any of our Controlling Shareholders from using Shares or other securities of our Company beneficially owned by him/it as security in favor of an authorized institution (as defined in the Banking Ordinance (Chapter 155) of the laws of Hong Kong).

Each of our Controlling Shareholders has further undertaken to each of our Company, the Joint Sponsors, the Joint Representatives, the Joint Global Coordinators, the Joint Bookrunners, the Joint Lead Managers and the Hong Kong Underwriters that, at any time within a period commencing on the date of the Hong Kong Underwriting Agreement and ending on a date which is 12 months from the Listing Date:

- (a) when he/it pledges or charges any Shares or securities or interests in the Shares or securities of our Company beneficially owned by him/it in favor of an authorized institution (as defined in the Banking Ordinance (Chapter 155 of the Laws of Hong Kong) for a bona fide commercial loan, he/it will immediately inform our Company, the Joint Sponsors and the Joint Representatives of such pledge or charge together with the number of Shares or securities of our Company so pledged or charged; and
- (b) when he/it receives indications, either verbal or written, from any pledgee or chargee that any of the pledged or charged Shares or securities or interests in the Shares or securities of our Company will be disposed of, he/it will immediately inform our Company, the Joint Sponsors and the Joint Representatives of such indications.

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## UNDERWRITING

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### INTERNATIONAL OFFERING

#### International Underwriting Agreement

In connection with the International Offering, it is expected that we will enter into the International Underwriting Agreement with the International Underwriters. Under the International Underwriting Agreement, the International Underwriters, subject to certain conditions, will agree severally and not jointly to procure purchasers for, or to purchase, their respective proportions of the International Offer Shares being offered under the International Offering.

Under the International Underwriting Agreement, it is expected that we will grant to the International Underwriters the Over-allotment Option, exercisable by the Joint Representatives for themselves and on behalf of the International Underwriters, during the period from the Listing Date until 30 days after the last day for lodging applications under the Hong Kong Public Offering, to require us to allot and issue up to an aggregate of 57,507,000 additional Shares, representing approximately 15.0% of the number of Offer Shares initially being offered under the Global Offering, at the Offer Price, to cover over-allocations, if any, in the International Offering.

It is expected that the International Underwriting Agreement may be terminated on similar grounds as those in the Hong Kong Underwriting Agreement. Potential investors shall be reminded that if the International Underwriting Agreement is not entered into, the Global Offering will not proceed.

#### UNDERWRITING COMMISSIONS AND LISTING EXPENSES

The Underwriters will receive an underwriting commission per Offer Share of 2.5% of the Offer Price from our Company (including Offer Shares sold pursuant to the Over-allotment Option). Our Company may pay the Joint Representatives an incentive fee up to 1% of the Offer Price per Offer Share to be awarded at our Company's discretion.

The aggregate underwriting commissions and the incentive fee (assuming full payment), together with the Stock Exchange listing fees, the SFC transaction levy, the Stock Exchange trading fee, legal and other professional fees, printing and other expenses relating to the Global Offering to be borne by us, are estimated to be approximately HK\$142.9 million (based on an Offer Price of HK\$7.56 per Share, being the mid-point of the Offer Price range stated in this prospectus and the assumption that the Over-allotment Option is not exercised).

The listing expenses payable by our Company, in connection with the issue of additional Shares pursuant to the exercise of the Over-allotment Option in full (based on an Offer Price of HK\$7.56 per Share, being the mid-point of the Offer Price range) are estimated to be HK\$15.2 million.

The two Joint Sponsors are entitled to an aggregate sponsor fee of US\$800,000.

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## UNDERWRITING

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### ACTIVITIES BY SYNDICATE MEMBERS

We describe below a variety of activities that each of the underwriters of the Hong Kong Public Offering and the International Offering, together referred to as “**Syndicate Members**,” may individually undertake, and which do not form part of the underwriting or the stabilizing process. When engaging in any of these activities, it should be noted that the Syndicate Members are subject to restrictions, including the following:

- (a) under the agreement among the Syndicate Members, all of them (except for the Stabilizing Manager or its designated affiliate as the stabilizing manager) must not, in connection with the distribution of the Offer Shares, effect any transactions (including issuing or entering into any option or other derivative transaction relating to the Offer Shares), whether in the open market or otherwise, with a view to stabilizing or maintaining the market price of any of the Offer Shares at levels other than those which might otherwise prevail in the open market; and
- (b) all of them must comply with all applicable laws, including the market misconduct provisions of the SFO, including the provisions prohibiting insider dealing, false trading, price rigging and stock market manipulation.

The Syndicate Members and their affiliates are diversified financial institutions with relationships in countries around the world. These entities engage in a wide range of commercial and investment banking, brokerage, funds management, trading, hedging, investing and other activities for their own account and for the accounts of others. In relation to the Shares, those activities could include acting as agent for buyers and sellers of the Shares, entering into over the counter or listed derivative transactions or listed and unlisted securities transactions (including issuing securities such as derivative warrants listed on a stock exchange) which have the Shares as their or part of their underlying assets. Those activities may require hedging activity by those entities involving directly or indirectly, buying and selling the Shares. All such activity could occur in Hong Kong and elsewhere in the world and may result in the Syndicate Members and their affiliates holding long and/or short positions in the Shares, in baskets of securities or indices including the Shares, in units of funds that may purchase the Shares, or in derivatives related to any of the foregoing.

In relation to issues by Syndicate Members or their affiliates of any listed securities having the Shares as their underlying securities, whether on the Stock Exchange or on any other stock exchange, the rules of the exchange may require the issuer of those securities (or one of its affiliates or agents) to act as a market maker or liquidity provider in the security, and this will also result in hedging activity in the Shares in most cases.

All of these activities may occur both during and after the end of the stabilizing period described in “Structure of the Global Offering — Stabilization”. These activities may affect the market price or value of the Shares, the liquidity or trading volume in the Shares, and the volatility of the Shares’ share price, and the extent to which this occurs from day to day cannot be estimated.

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## UNDERWRITING

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### **UNDERWRITERS' INTEREST IN OUR GROUP**

Except as disclosed in this prospectus and the obligations under the Hong Kong Underwriting Agreement and the International Underwriting Agreement and, if applicable, the Stock Borrowing Agreement, none of the Underwriters has any shareholding interest in any member of our Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of our Group.

### **JOINT SPONSORS' INDEPENDENCE**

Each of ABCI Capital Limited and Huatai Financial Holdings (Hong Kong) Limited satisfies the independent criteria applicable to sponsors as set out in Rule 3A.07 of the Listing Rules.

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## STRUCTURE OF THE GLOBAL OFFERING

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### THE GLOBAL OFFERING

This prospectus is published in connection with the Hong Kong Public Offering as part of the Global Offering. The Global Offering comprises:

- (a) the Hong Kong Public Offering of 38,340,000 Shares (subject to reallocation as mentioned below) in Hong Kong as described below under “— The Hong Kong Public Offering;” and
- (b) the International Offering of 345,044,000 Offer Shares (including 70,623,355 Reserved Shares under the Preferential Offering) (subject to reallocation and the Over-allotment Option as mentioned below) outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act, as described below in “— the International Offering”.

In connection with the Global Offering, it is expected that we will grant the Over-allotment Option to the International Underwriters, exercisable by the Joint Representatives on behalf of the International Underwriters, at any time within 30 days after the last day for lodging applications under the Hong Kong Public Offering, to require us to allot and issue up to an aggregate of 57,507,000 additional Shares, representing approximately 15.0% of the initial number of Offer Shares under the Global Offering, at the Offer Price, to cover over-allocations, if any, in the International Offering.

Investors may either:

- apply for the Hong Kong Offer Shares under the Hong Kong Public Offering; or
- apply for or indicate an interest for the International Offer Shares under the International Offering,

but may not do both, except that Qualifying KWG Shareholders who are eligible to apply for the Reserved Shares in the Preferential Offering may also either (i) apply for Hong Kong Offer Shares under the Hong Kong Public Offering, if eligible; or (ii) indicate an interest for International Offer Shares under the International Offering, if qualified to do so.

Directors and/or their close associates, who are Qualifying KWG Shareholders, may apply for Reserved Shares under the Preferential Offering but may not apply for Hong Kong Offer Shares as members of the public in the Hong Kong Public Offering or apply for or indicate an interest for International Offer Shares under the International Offering.

Qualifying KWG Shareholders may make an application for Reserved Shares either through the **Blue Form eIPO** service via [www.eipo.com.hk](http://www.eipo.com.hk) or on a **BLUE** Application Form and, in addition, may also either (i) apply for Hong Kong Offer Shares under the Hong Kong Public Offering, if eligible; or (ii) indicate an interest for International Offer Shares under the International Offering, if qualified to do so.

The 383,384,000 Offer Shares in the Global Offering will represent approximately 19.0% of our enlarged share capital immediately after the completion of the Global Offering, without taking into account the exercise of the Over-allotment Option. If the Over-allotment Option is exercised in full, the Offer Shares will represent approximately 21.2% of our enlarged share capital immediately following the exercise of the Over-allotment Option.

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## STRUCTURE OF THE GLOBAL OFFERING

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References to applications, Application Forms, application or subscription monies, or procedure for applications relate solely to the Hong Kong Public Offering and the Preferential Offering.

### THE HONG KONG PUBLIC OFFERING

We are initially offering 38,340,000 Offer Shares for subscription by the public in Hong Kong at the Offer Price, representing approximately 10.0% of the total number of Shares initially available under the Global Offering.

The Hong Kong Public Offering is open to members of the public in Hong Kong as well as to institutional and professional investors. Professional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities which regularly invest in shares and other securities.

Completion of the Hong Kong Public Offering is subject to the conditions set forth below in “— Conditions of the Global Offering”.

#### Allocation

Allocation of Hong Kong Offer Shares to investors under the Hong Kong Public Offering will be based on the level of valid applications received under the Hong Kong Public Offering. The basis of allocation may vary depending on the number of Hong Kong Offer Shares validly applied for by applicants. We may, if necessary, allocate the Hong Kong Offer Shares on the basis of balloting, which would mean that some applicants may receive a higher allocation than others who have applied for the same number of Hong Kong Offer Shares and those applicants who are not successful in the ballot may not receive any Hong Kong Offer Shares.

For allocation purposes only, the total number of the Offer Shares available under the Hong Kong Public Offering is to be divided equally into two pools, Pool A and Pool B with any odd board lots being allocated to Pool A:

Pool A: the Offer Shares will be allocated on an equitable basis to applicants who have applied for the Offer Shares with an aggregate subscription price of HK\$5 million or less (excluding the brokerage fee, the SFC transaction levy and the Stock Exchange trading fee); and

Pool B: the Offer Shares will be allocated on an equitable basis to applicants who have applied for Offer Shares with an aggregate subscription price of more than HK\$5 million (excluding the brokerage fee, the SFC transaction levy and the Stock Exchange trading fee).

Investors should be aware that applications in Pool A and applications in Pool B may receive different allocation ratios. If the Offer Shares in one (but not both) of the pools are under-subscribed, the surplus Offer Shares will be transferred to the other pool to satisfy demand in the pool and be allocated accordingly. For the purpose of this subsection only, the “subscription price” for the Offer Shares means the price payable on application therefor (without regard to the Offer Price as finally determined). Applicants can only receive an allocation of Hong Kong Offer Shares from either Pool A or Pool B but not from both pools. Multiple or suspected multiple applications under the Hong Kong Public Offering and any application for more than 19,170,000 Hong Kong Offer Shares will be rejected.

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## STRUCTURE OF THE GLOBAL OFFERING

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### Reallocation

The allocation of Offer Shares between the Hong Kong Public Offering and the International Offering is subject to reallocation under the Listing Rules. In accordance with the clawback requirements set forth in paragraph 4.2 of Practice Note 18 of the Listing Rules and the Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if the Offer Shares under the International Offering are fully subscribed or over-subscribed and the number of Offer Shares validly applied for under the Hong Kong Public Offering represents (i) 15 times or more but less than 50 times, (ii) 50 times or more but less than 100 times, and (iii) 100 times or more of the number of Hong Kong Offer Shares initially available under the Hong Kong Public Offering, the Offer Shares will be reallocated to the Hong Kong Public Offering from the International Offering. As a result of such reallocation, the total number of Hong Kong Offer Shares will be increased to 115,016,000 Offer Shares (in the case of (i)), 153,354,000 Offer Shares (in the case of (ii)) and 191,692,000 Offer Shares (in the case of (iii)), representing approximately 30.0%, approximately 40.0% and approximately 50.0% of the Offer Shares initially available under the Global Offering (before any exercise of the Over-allotment Option), respectively.

In each case, the additional Offer Shares reallocated to the Hong Kong Public Offering will be allocated between Pool A and Pool B in equal proportion and the number of Offer Shares allocated to the International Offering will be correspondingly reduced in such manner as the Joint Representatives deem appropriate.

If (i) the Offer Shares under the International Offering are fully subscribed or oversubscribed, and if the number of Offer Shares validly applied for in the Hong Kong Public Offering represents more than 100%, but less than 15 times, of the number of Hong Kong Offer Shares initially available under the Hong Kong Public Offering; or (ii) the Offer Shares under the International Offering are not fully subscribed, and if the number of Offer Shares validly applied for in the Hong Kong Public Offering represents more than 100% of the number of Hong Kong Offer Shares initially available under the Hong Kong Public Offering, the Joint Representatives may, at their discretion, reallocate the Offer Shares initially allocated for the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering, provided that the total number of Hong Kong Offer Shares available under the Hong Kong Public Offering shall not be increased to more than 76,680,000 Offer Shares, representing two times the number of Hong Kong Offer Shares initially available under the Hong Kong Public Offering and approximately 20% of the total number of Offer Shares initially available under the Global Offering, and the final Offer Price shall be fixed at the low end of the Offer Price range (that is, HK\$7.00 per Offer Share) stated in this prospectus in accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange.

Subject to the above, the Joint Representatives shall have the discretion to reallocate Offer Shares from the International Offering to the Hong Kong Public Offering to satisfy valid applications under the Hong Kong Public Offering, regardless of whether any reallocation pursuant to paragraph 4.2 of Practice Note 18 of the Listing Rules is triggered.

Any such clawback and reallocation between the International Offering and the Hong Kong Public Offering will be completed prior to any adjustment of the number of Offer Shares pursuant to the exercise of the Over-allotment Option, if any.

If the Hong Kong Public Offering is not fully subscribed for, the Joint Representatives have the authority to reallocate all or any unsubscribed Hong Kong Offer Shares to the International Offering in such proportions as the Joint Representatives deem appropriate.



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## STRUCTURE OF THE GLOBAL OFFERING

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The Preferential Offering will not be subject to reallocation between the Hong Kong Public Offering and the International Offering.

### Applications

Each applicant under the Hong Kong Public Offering will be required to give an undertaking and confirmation in the application submitted by him or her that he or she and any person(s) for whose benefit he or she is making the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any International Offer Shares under the International Offering (except in respect of Reserved Shares applied for pursuant to the Preferential Offering), and such applicant's application is liable to be rejected if the said undertaking and/or confirmation is breached and/or untrue (as the case may be) or it has been or will be placed or allocated International Offer Shares under the International Offering.

The listing of the Offer Shares on the Stock Exchange is sponsored by the Joint Sponsors. Applicants under the Hong Kong Public Offering are required to pay, on application, the maximum Offer Price of HK\$8.13 per Offer Share in addition to the brokerage, the SFC transaction levy and the Stock Exchange trading fee payable on each Offer Share. If the Offer Price, as finally determined in the manner described in “— Pricing and Allocation” below, is less than the maximum price of HK\$8.13 per Offer Share, appropriate refund payments (including the brokerage, the SFC transaction levy and the Stock Exchange trading fee attributable to the surplus application monies) will be made to successful applicants, without interest. For more details, see “How to Apply for Hong Kong Offer Shares and Reserved Shares.”

## THE PREFERENTIAL OFFERING

### Basis of the Assured Entitlement

In order to enable KWG Shareholders to participate in the Global Offering on a preferential basis as to allocation only, subject to the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares on the Main Board of the Stock Exchange and the Global Offering becoming unconditional, Qualifying KWG Shareholders are being invited to apply for an aggregate of 70,623,355 Reserved Shares in the Preferential Offering, representing approximately 20.5% and 18.4% of the Offer Shares available under the International Offering and the Global Offering, respectively (assuming the Over-allotment Option is not exercised) as Assured Entitlement. The Reserved Shares are being offered out of the International Offer Shares under the International Offering and are not subject to reallocation as described in the section entitled “— The Hong Kong Public Offering — Reallocation” above. In the event the Over-allotment Option is exercised, the number of Reserved Shares will not change.

**The basis of the Assured Entitlement is one Reserved Share for every integral multiple of 45 KWG Shares held by Qualifying KWG Shareholders as of 4:30 p.m. on the Record Date.**

Qualifying KWG Shareholders should note that Assured Entitlement to Reserved Shares may not represent a number of a full board lot of 1,000 Shares. Further, the Reserved Shares allocated to the Qualifying KWG Shareholders will be rounded down to the closest whole number if required, and dealings in odd lots of the Shares may be at a price below the prevailing market price for full board lots.

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## STRUCTURE OF THE GLOBAL OFFERING

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**Assured Entitlement of Qualifying KWG Shareholders to Reserved Shares are not transferable and there will be no trading in nil-paid entitlements on the Stock Exchange.**

Qualifying KWG Shareholders who hold less than 45 KWG Shares on the Record Date and therefore will not have an Assured Entitlement to the Reserved Shares will still be entitled to participate the Preferential Offering by applying only for excess Reserved Shares as further described below.

### **Basis of Allocation for Applications for Reserved Shares**

Qualifying KWG Shareholders may apply for a number of Reserved Shares which is greater than, less than or equal to their Assured Entitlement or may apply only for excess Reserved Shares under the Preferential Offering. A valid application for a number of Reserved Shares which is less than or equal to a Qualifying KWG Shareholder's Assured Entitlement under the Preferential Offering will be accepted in full, subject to the terms and conditions set out in the **BLUE** Application Forms and assuming the conditions of the Preferential Offering are satisfied.

Where a Qualifying KWG Shareholder applies for a number of Reserved Shares which is greater than the Qualifying KWG Shareholder's Assured Entitlement under the Preferential Offering, the relevant Assured Entitlement will be satisfied in full (subject to terms and conditions mentioned above and set forth on the **BLUE** Application Forms or the **Blue Form eIPO** service via [www.eipo.com.hk](http://www.eipo.com.hk)) but the excess portion of such application will only be met to the extent that there are sufficient Available Reserved Shares (as defined below).

Where a Qualifying KWG Shareholders applies for excess Reserved Shares only under the Preferential Offering, such application will only be satisfied to the extent that there are sufficient Available Reserved Shares as described below.

Qualifying KWG Shareholders (other than HKSCC Nominees) who intend to apply for less than their Assured Entitlement using the **BLUE** Application Forms for Assured Entitlement or who intend to apply for excess Reserved Shares using the **BLUE** Application Forms for excess Reserved Shares, should apply for a number which is one of the numbers set out in the table of numbers and payments in the **BLUE** Application Form and make a payment of the corresponding amount. If you intend to apply for a number of Assured Entitlement or excess Reserved Shares which is not one of the numbers set out in the table in the **BLUE** Application Form for Assured Entitlement and excess Reserved Shares, you **MUST** apply by using **Blue Form eIPO** only (other than HKSCC Nominees). If you are a Qualifying KWG Shareholder and wish to apply for excess Reserved Shares in addition to your Assured Entitlement, you should complete and sign the **BLUE** Application Form for excess Reserved Shares and lodge it, together with a separate remittance for the full amount payable on application in respect of the excess Reserved Shares applied for or apply for through the **Blue Form eIPO** service via [www.eipo.com.hk](http://www.eipo.com.hk).

To the extent that the excess applications for the Reserved Shares are:

- (a) less than the Reserved Shares not taken up by the Qualifying KWG Shareholders' Assured Entitlement (the "**Available Reserved Shares**"), the Available Reserved Shares will first be allocated to satisfy such excess applications for the Reserved Shares in full and thereafter will be allocated, at the discretion of the Joint Representatives, to the International Offering;

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## STRUCTURE OF THE GLOBAL OFFERING

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- (b) equal to the Available Reserved Shares, the Available Reserved Shares will be allocated to satisfy such excess applications for the Reserved Shares in full; or
- (c) more than the Available Reserved Shares, the Available Reserved Shares will be allocated on a fair and reasonable basis, which is consistent with the allocation basis commonly used in the case of over-subscriptions in public offerings in Hong Kong, where a higher allocation percentage will be applied in respect of smaller applications of excess Reserved Shares. If there is an odd lot number of Shares left after satisfying the excess applications, such number of odd lot Shares will be re-allocated, at the discretion of the Joint Representatives, to the International Offering.

Save for the above, the Preferential Offering will not be subject to the clawback and reallocation arrangement between the International Offering and the Hong Kong Public Offering.

Beneficial KWG Shareholders whose KWG Shares are held by a nominee company should note that our Company will regard the nominee company as a single KWG Shareholder according to the register of members of KWG Holdings. Accordingly, such Beneficial KWG Shareholders whose KWG Shares are held by a nominee company should note that the arrangement under paragraph (c) above will not apply to them individually. Any Beneficial KWG Shareholders whose KWG Shares are registered in the name of a nominee, trustee or registered holder in any other capacity should make arrangements with such nominee, trustee or registered holder in relation to applications for Reserved Shares under the Preferential Offering. Any such person is advised to consider whether it wishes to arrange for the registration of the relevant KWG Shares in the name of the beneficial owner prior to the Record Date.

### **Applications by Qualifying KWG Shareholders for Hong Kong Offer Shares**

In addition to any application for Reserved Shares made either through the **Blue Form eIPO** service via [www.eipo.com.hk](http://www.eipo.com.hk) or on a **BLUE** Application Form, Qualifying KWG Shareholders will be entitled to make one application for Hong Kong Offer Shares on **WHITE** or **YELLOW** Application Forms or by giving **electronic application instructions** to HKSCC via CCASS or through the **White Form eIPO** service. Qualifying KWG Shareholders will receive no preference as to entitlement or allocation in respect of applications for Hong Kong Offer Shares made on **WHITE** or **YELLOW** Application Forms or by giving electronic **application instructions** to HKSCC or through the **White Form eIPO** service under the Hong Kong Public Offering.

### **Beneficial KWG Shareholders who hold KWG Shares through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect**

Pursuant to Article 23 of the Implementation Rules for Registration, Depository and Clearing Services under the Mainland China-Hong Kong Stock Markets Connect Program (《內地與香港股票市場交易互聯互通機制登記、存管、結算業務實施細則》), CSDCC does not provide services relating to the subscription of newly issued shares. Accordingly, Beneficial KWG Shareholders who hold KWG Shares through Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect cannot participate in the Preferential Offering and will not be able to take up their respective Assured Entitlement to the Reserved Shares under the Preferential Offering through the trading mechanism of Shanghai-Hong Kong Stock Connect or Shenzhen-Hong Kong Stock Connect.

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## STRUCTURE OF THE GLOBAL OFFERING

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### Qualifying KWG Shareholders

Only KWG Shareholders whose names appeared on the register of members of KWG Holdings on the Record Date are entitled to subscribe for the Reserved Shares under the Preferential Offering.

### Overseas Shareholders

This prospectus and the Application Forms will not be registered under the applicable securities legislations of any jurisdiction other than Hong Kong.

As of the Record Date, there were two Qualifying KWG Shareholders whose registered addresses were in the PRC and one Qualifying KWG Shareholder whose registered address was in Taiwan.

Based on the advice of legal advisers as to the laws of the PRC and Taiwan, as of the Record Date, our Company is not prohibited from extending the Preferential Offering and/or distributing this prospectus and the **BLUE** Application Forms to the two Qualifying KWG Shareholders located in the PRC and the one Qualifying KWG Shareholder in Taiwan under the relevant applicable laws and regulations provided that in the case of the Qualifying KWG Shareholders in the PRC, the subscription of or receiving the Shares by such Qualifying KWG Shareholders is in compliance with the relevant applicable PRC laws and regulations and in the case of the Qualifying KWG Shareholder in Taiwan, the prospectus and the **BLUE** Application Forms are dispatched from outside of Taiwan. For further information about the restrictions on offers and sales of shares in the PRC and Taiwan, please see “The Spin-off and Distribution — The Distribution” for details.

Accordingly, the Directors are of the view it is expedient to extend the Preferential Offering to the Qualifying KWG Shareholders residing in the PRC and Taiwan. Save as disclosed, no action is taken to permit the Preferential Offering and the distribution of this prospectus and/or the **BLUE** Application Form in any territory or jurisdiction outside Hong Kong.

### Distribution of this Prospectus and the **BLUE** Application Forms

A **BLUE** Application Form has been despatched to each Qualifying KWG Shareholder. In addition, Qualifying KWG Shareholders will receive a copy of this prospectus in the manner in which they have elected, or deemed to have elected, to receive corporate communications under KWG Holdings’ corporate communications policy. If a Qualifying KWG Shareholder has elected to receive corporate communications from KWG Holdings in printed form, or has not been asked to elect the means of receiving KWG Holdings’ corporate communications, a printed copy of this prospectus in the elected language version(s) will be despatched to such Qualifying KWG Shareholder.

If a Qualifying KWG Shareholder has (a) elected to receive an electronic version of corporate communications or (b) is deemed to have consented to receiving the electronic version of corporate communications from KWG Holdings, an electronic version of this prospectus (which is identical to the printed prospectus) can be accessed and downloaded from the websites of our Company and the Stock Exchange at [www.kwgliving.com](http://www.kwgliving.com) and [www.hkexnews.hk](http://www.hkexnews.hk), respectively.

Qualifying KWG Shareholders may also obtain a printed copy of this prospectus during normal business hours from any of the designated branches of the receiving banks and the designated offices of each of those Hong Kong Underwriters as set out in “How to Apply for Hong Kong Offer Shares and Reserved Shares.”

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## STRUCTURE OF THE GLOBAL OFFERING

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Distribution of this prospectus and/or the **BLUE** Application Form(s) into any jurisdiction other than Hong Kong may be restricted by law. Persons into whose possession this prospectus and/or the **BLUE** Application Form(s) come (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of, and observe, any such restriction. Any failure to comply with such restriction may constitute a violation of the securities laws of any such jurisdiction.

Receipt of this prospectus and/or the **BLUE** Application Form(s) does not and will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this prospectus and/or the **BLUE** Application Form(s) must be treated as sent for information only and should not be copied or redistributed.

### **Application Procedures**

The procedures for application under and the terms and conditions of the Preferential Offering are set out in “How to Apply for Hong Kong Offer Shares and Reserved Shares — B. Applications for Reserved Shares” and on the **BLUE** Application Forms.

**The documents to be issued in connection with the Hong Kong Public Offering and the Preferential Offering will not be registered or filed under applicable securities or equivalent legislation of any jurisdiction other than Hong Kong. No action has been taken to permit an offering of the Hong Kong Offer Shares and the Reserved Shares or the distribution of this prospectus in any jurisdiction other than Hong Kong. Accordingly, this prospectus may not be used for the purpose of, and does not constitute, an offer or invitation in any jurisdiction or in any circumstances in which such an offer or invitation is not authorized or to any person to whom it is unlawful to make such an offer or invitation.**

### **THE INTERNATIONAL OFFERING**

#### **Number of Offer Shares Initially Offered**

We will be initially offering for subscription under the International Offering 345,044,000 Shares, representing approximately 90.0% of the Offer Shares under the Global Offering and approximately 17.1% of our enlarged issued share capital immediately after completion of the Global Offering, assuming the Over-allotment Option is not exercised.

#### **Allocation**

The International Offering will include selective marketing of Offer Shares to institutional and professional investors and other investors anticipated to have a sizeable demand for our Offer Shares. Professional investors generally include brokers, dealers, companies (including fund managers) whose ordinary business involves dealing in shares and other securities and corporate entities which regularly invest in shares and other securities. Prospective professional, institutional and other investors will be required to specify the number of the Offer Shares under the International Offering they would be prepared to acquire either at different prices or at particular price. This process, known as “book-building,” is expected to continue up to the last day for lodging applications under Hong Kong Public Offering.

Allocation of the Offer Shares pursuant to the International Offering will be determined by the Joint Representatives and will be based on a number of factors including the level and timing of demand, total size of the relevant investor’s invested assets or equity assets in the relevant sector and whether or not it is expected that the relevant investor is likely to hold or sell its Shares, after the

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## STRUCTURE OF THE GLOBAL OFFERING

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listing of the Shares on the Stock Exchange. Such allocation is intended to result in a distribution of the Offer Shares under the International Offering on a basis which would lead to the establishment of a solid professional and institutional shareholder base to the benefit of us and our Shareholders as a whole.

The Joint Representatives (on behalf of the Underwriters) may require any investor who has been offered Offer Shares under the International Offering and who has made an application under the Hong Kong Public Offering to provide sufficient information to the Joint Representatives so as to allow them to identify the relevant applications under the Hong Kong Public Offering and to ensure that they are excluded from any applications of Offer Shares under the Hong Kong Public Offering.

### **Reallocation**

The total number of Offer Shares to be issued or sold pursuant to the International Offering may change as a result of the clawback arrangement described in “— The Hong Kong Public Offering — Reallocation” or the exercise of the Over-allotment Option in whole or in part and/or any reallocation of unsubscribed Offer Shares originally included in the Hong Kong Public Offering.

### **OVER-ALLOTMENT OPTION**

In connection with the Global Offering, it is expected that we will grant the Over-allotment Option to the International Underwriters.

Pursuant to the Over-allotment Option, the International Underwriters have the right, exercisable by the Joint Representatives on behalf of the International Underwriters at any time during the 30-day period from the last day for lodging applications under the Hong Kong Public Offering, to require our Company to issue up to 57,507,000 Shares, representing approximately 15.0% of the total number of the Offer Shares initially available under the Global Offering, under the International Offering to, cover over-allocations in the International Offering, if any.

If the Over-allotment Option is exercised in full, the additional Shares to be issued by our Company pursuant thereto will represent approximately 2.8% of our issued share capital immediately following the exercise of the Over-allotment Option. In the event that the Over-allotment Option is exercised, an announcement will be made.

### **STABILIZATION**

Stabilization is a practice used by underwriters in some markets to facilitate the distribution of securities. To stabilize, the Underwriters may bid for, or purchase, the securities in the secondary market, during a specified period of time, to retard and, if possible, prevent a decline in the initial public market price of the securities below the Offer Price. Such transactions may be effected in all jurisdictions where it is permissible to do so, in each case in compliance with all applicable laws and regulatory requirements, including those of Hong Kong. In Hong Kong, the price at which stabilization is effected is not permitted to exceed the Offer Price.

In connection with the Global Offering, the Stabilizing Manager, or any person acting for it, on behalf of the Underwriters, may over-allocate or effect transactions with a view to stabilizing or supporting the market price of our Shares at a level higher than that which might otherwise prevail for a limited period after the Listing Date. However, there is no obligation on the Stabilizing Manager or any persons acting for it, to conduct any such stabilizing action. Such stabilization



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## STRUCTURE OF THE GLOBAL OFFERING

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action, if taken, will be conducted at the absolute discretion of the Stabilizing Manager or any person acting for it and may be discontinued at any time, and is required to be brought to an end within 30 days of the last day for the lodging applications under the Hong Kong Public Offering. Stabilization action permitted in Hong Kong pursuant to the Securities and Futures (Price Stabilizing) Rules of the SFO includes (i) over-allocating for the purpose of preventing or minimizing any reduction in the market price of our Shares, (ii) selling or agreeing to sell our Shares so as to establish a short position in them for the purpose of preventing or minimizing any reduction in the market price of our Shares, (iii) purchasing, or agreeing to purchase, our Shares pursuant to the Over-allotment Option in order to close out any position established under (i) or (ii) above, (iv) purchasing, or agreeing to purchase, any of our Shares for the sole purpose of preventing or minimizing any reduction in the market price of our Shares, (v) selling or agreeing to sell any Shares in order to liquidate any position established as a result of those purchases, and (vi) offering or attempting to do anything as described in paragraph (ii), (iii), (iv) or (v).

Specifically, prospective applicants for and investors in Shares should note that:

- the Stabilizing Manager, or any person acting for it may, in connection with the stabilizing action, maintain a long position in the Shares;
- there is no certainty as to the extent to which and the time period for which the Stabilizing Manager, or any person acting for it will maintain such a long position;
- liquidation of any such long position by the Stabilizing Manager or any person acting for it and selling in the open market, may have an adverse impact on the market price of the Shares;
- no stabilizing action can be taken to support the price of the Shares for longer than the stabilizing period which will begin on the Listing Date and is expected to expire on Saturday, November 21, 2020, being the 30th day after the last day of closing of the application lists under the Hong Kong Public Offering. After this date, when no further action may be taken to support the price of the Shares, demand for the Shares, and therefore the price of the Shares, could fall;
- the price of any security (including the Shares) cannot be assured to stay at or above the Offer Price by the taking of any stabilizing action; and
- stabilizing bids or transactions effected in the course of the stabilizing action may be made at any price at or below the Offer Price, which means that stabilizing bids may be made or transactions effected at a price below the price paid by applicants for, or investors in, the Offer Shares.

In order to effect stabilization actions, the Stabilizing Manager will arrange cover of such number of the Shares as required to cover over-allocations, if any, through delayed delivery arrangements with the Cornerstone Investors (except Hillhouse Capital and Orchid China and LMA SPC). The delayed delivery arrangements relate only to the delay in the delivery of the Offer Shares to the Cornerstone Investors (except Hillhouse Capital and Orchid China and LMA SPC) and the Offer Price for the Offer Shares allocated to the Cornerstone Investors (except Hillhouse Capital and Orchid China and LMA SPC) will be paid on the Listing Date.



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## STRUCTURE OF THE GLOBAL OFFERING

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Our Company will ensure or procure that an announcement in compliance with the Securities and Futures (Price Stabilizing) Rules of the SFO will be made within seven days of the expiration of the stabilization period.

### **Over-Allocation**

Following any over-allocation of Shares in connection with the Global Offering, the Stabilizing Manager or any person acting for it may cover such over-allocations by (among other methods) exercising the Over-allotment Option in full or in part, by using Shares purchased by the Stabilizing Manager or any person acting for it in the secondary market at prices that do not exceed the Offer Price, or through the stock borrowing arrangement as detailed below or a combination of these means.

### **Stock Borrowing Arrangement**

To facilitate the settlement of over-allocation in connection with the Global Offering, the Stabilizing Manager may choose to borrow, whether on its own or through its affiliates, up to 45,400,728 Shares, representing approximately 11.8% of the Offer Shares, from Happy Harmony pursuant to the Stock Borrowing Agreement which is expected to be entered into between the Stabilizing Manager and Happy Harmony.

Such stock borrowing arrangement is fully described in this prospectus and must be for the sole purpose of covering any short position prior to the exercise of the Over-allotment Option. The same number of Offer Shares so borrowed must be returned to Happy Harmony or its nominees on or before the third Business Day following the earlier of (a) the last day on which the Over-allotment Option may be exercised, (b) the day on which the Over-allotment Option is exercised in full, or (c) such earlier time as the Stabilizing Manager, and Happy Harmony may agree in writing. No payment will be made to Happy Harmony by the Stabilizing Manager or its agent in relation to such stock borrowing arrangement.

## **PRICING AND ALLOCATION**

The Offer Price is expected to be fixed by agreement between us and the Joint Representatives (on behalf of the Hong Kong Underwriters) on the Price Determination Date, when market demand for the Offer Shares will be determined. The Price Determination Date is expected to be on or around Thursday, October 22, 2020 (Hong Kong time), and in any event, no later than Wednesday, October 28, 2020 (Hong Kong time). Prospective investors should be aware that the Offer Price to be determined on the Price Determination Date may be, but is not expected to be, lower than the Offer Price range stated in this prospectus.

The Offer Price will not be more than HK\$8.13 and is expected to be not less than HK\$7.00 unless otherwise announced by no later than the morning of the last day for lodging applications under the Hong Kong Public Offering as further explained below. If you apply for the Offer Shares under the Hong Kong Public Offering, you must pay the maximum offer price of HK\$8.13 per Offer Share, plus 1% brokerage fee, 0.0027% SFC transaction levy and 0.005% Stock Exchange trading fee.

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## STRUCTURE OF THE GLOBAL OFFERING

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If the Offer Price, as finally determined in the manner described below, is lower than HK\$8.13, we will refund the respective difference, including the brokerage fee, the Stock Exchange trading fee and the SFC transaction levy attributable to the surplus application monies. We will not pay interest on any refunded amounts. For more details, see “How to Apply for Hong Kong Offer Shares and Reserved Shares.”

The International Underwriters will be soliciting from prospective investors indications of interest in acquiring Offer Shares in the International Offering. Prospective professional and institutional investors will be required to specify the number of Offer Shares under the International Offering they would be prepared to acquire either at different prices or at a particular price. This process, known as “book-building,” is expected to continue up to, and to cease on or around, the last day for lodging applications under the Hong Kong Public Offering.

The Joint Representatives, on behalf of the Hong Kong Underwriters, may, where considered appropriate based on the level of interest expressed by prospective professional, institutional and other investors during the book-building process, and with the consent of our Company, reduce the number of Offer Shares and/or the indicative Offer Price range below that stated in this prospectus prior to the morning of the last day for lodging applications under the Hong Kong Public Offering. In such a case, we will as soon as practicable following the decision to make such reduction and in any event not later than the morning of the last day for lodging applications under the Hong Kong Public Offering publish a notice of the reduction and posted on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on our website ([www.kwgliving.com](http://www.kwgliving.com)) (the contents of the website do not form a part of this prospectus).

Upon issue of such a notice, the revised number of Offer Shares and/or Offer Price range will be final and conclusive and the Offer Price, if agreed upon by us and the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters), will be fixed within such revised Offer Price range. Before submitting applications for the Hong Kong Offer Shares, applicants should have regard to the possibility that any announcement of a reduction in the number of Offer Shares and/or the Offer Price range may not be made until the last day for lodging applications under the Hong Kong Public Offering. Such notice will also confirm or revise, as appropriate, the working capital statement, the Global Offering statistics as currently set out in the section “Summary,” and any other financial information which may change as a result of such reduction. In the absence of any such notice so published, the Offer Price, if agreed upon with our Company and the Joint Representatives (on behalf of the Hong Kong Underwriters) will under no circumstances be set outside the Offer Price range stated in this prospectus.

If you have already submitted an application for the Hong Kong Offer Shares before the last day for lodging applications under the Hong Kong Public Offering, you will not be allowed to subsequently withdraw your application. However, if the number of Offer Shares and/or the Offer Price range is reduced, applicants will be notified that they are required to confirm their applications. If applicants have been so notified but have not confirmed their applications in accordance with the procedure to be notified, all unconfirmed applications will be deemed revoked.

The Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and Preferential Offering, the basis of allotment of Hong Kong Offer Shares and Reserved Shares and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering and Preferential Offering are expected to be made available in a variety of channels in the manner described in the section “How to Apply for Hong Kong Offer Shares and Reserved Shares — G. Publication of Results”.

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## STRUCTURE OF THE GLOBAL OFFERING

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### UNDERWRITING AGREEMENT

The Hong Kong Public Offering is fully underwritten by the Hong Kong Underwriters under the terms of the Hong Kong Underwriting Agreement and is subject to the agreement on the Offer Price.

We expect to enter into the International Underwriting Agreement relating to the International Offering on the Price Determination Date. The underwriting arrangements under the Hong Kong Underwriting Agreement and the International Underwriting Agreement are summarized in the section “Underwriting”.

### CONDITIONS OF THE GLOBAL OFFERING

Acceptance of all applications for Offer Shares is conditional on, among others:

- the Listing Committee granting approval for the listing of, and permission to deal in, the Shares to be issued pursuant to the Global Offering (including any Shares which may be issued by us pursuant to the exercise of the Over-allotment Option);
- the Offer Price being duly agreed among our Company and the Joint Representatives (for themselves and on behalf of the Hong Kong Underwriters);
- the execution and delivery of the International Underwriting Agreement on the Price Determination Date; and
- the obligations of the Hong Kong Underwriters under the Hong Kong Underwriting Agreement and the obligations of the International Underwriters under the International Underwriting Agreement becoming unconditional and not having been terminated in accordance with the terms of the respective agreements, in each case on or before the dates and times specified in the Hong Kong Underwriting Agreement and/or the International Underwriting Agreement, as the case may be (unless and to the extent such conditions are validly waived on or before such dates and times) and in any event not later than 30 days after the date of this prospectus.

**If, for any reason, the Offer Price is not agreed between our Company and the Joint Representatives (on behalf of the Hong Kong Underwriters) on or before Wednesday, October 28, 2020, the Global Offering will not proceed and will lapse.**

The consummation of each of the Hong Kong Public Offering and the International Offering is conditional upon, among other things, each other offering becoming unconditional and not having been terminated in accordance with its respective terms. If the above conditions are not fulfilled or waived prior to the times and dates specified, the Global Offering will lapse and the Stock Exchange will be notified immediately. Notice of the lapse of the Hong Kong Public Offering will be published by our Company on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and on our website ([www.kwgliving.com](http://www.kwgliving.com)) on the next day following such lapse. In such situation, all application monies will be returned, without interest, on the terms set forth in the section “How to Apply for Hong Kong Offer Shares and Reserved Shares — J. Despatch/Collection of Share Certificates and Refund Monies”. In the meantime, all application monies will be held in separate bank account(s) with the receiving banks or other bank(s) in Hong Kong licensed under the Banking Ordinance (Chapter 155 of the Laws of Hong Kong).

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## STRUCTURE OF THE GLOBAL OFFERING

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### DEALING ARRANGEMENTS

Assuming that the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Friday, October 30, 2020, it is expected that dealings in our Shares on the Stock Exchange will commence at 9:00 a.m. on Friday, October 30, 2020.

The Shares will be traded in board lots of 1,000 Shares each and the stock code of the Shares is 3913.

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# HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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## A. APPLICATIONS FOR HONG KONG OFFER SHARES

### 1. HOW TO APPLY

If you apply for Hong Kong Offer Shares, then you may not apply for or indicate an interest for International Offer Shares (except in respect of Reserved Shares applied for pursuant to the Preferential Offering).

To apply for Hong Kong Offer Shares, you may:

- use a **WHITE** or **YELLOW** Application Form;
- apply online through the designated website [www.eipo.com.hk](http://www.eipo.com.hk) of the **White Form eIPO** service; or
- electronically cause HKSCC Nominees to apply for the Hong Kong Offer Shares on your behalf.

None of you or your joint applicant(s) may make more than one application (whether individually or jointly), except (i) where you are a nominee and provide the required information in your application; and (ii) if you are a Qualifying KWG Shareholder, you may also apply for Reserved Shares by using a **BLUE** Application Form or through the **Blue Form eIPO** service via [www.eipo.com.hk](http://www.eipo.com.hk).

Our Company, the Joint Representatives, the **White Form eIPO** Service Provider, the **Blue Form eIPO** Service Provider and their respective agents may reject or accept any application in full or in part for any reason at their discretion.

### 2. WHO CAN APPLY

You can apply for Hong Kong Offer Shares on a **WHITE** or **YELLOW** Application Form if you or the person(s) for whose benefit you are applying:

- are 18 years of age or older;
- have a Hong Kong address;
- are outside the U.S., and are not a U.S. person (as defined in Regulation S); and
- are not a legal or natural person of the PRC.

You can also or alternatively apply for Reserved Shares on a **BLUE** Application Form or through the **Blue Form eIPO** service via [www.eipo.com.hk](http://www.eipo.com.hk) or if you are also a Qualifying KWG Shareholder.

If you apply online through the **White Form eIPO** service, in addition to the above, you must also: (i) have a valid Hong Kong identity card number and (ii) provide a valid e-mail address and a contact telephone number.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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If you are a firm, the application must be in the individual members' names. If you are a body corporate, the application form must be signed by a duly authorized officer, who must state his or her representative capacity, and stamped with your corporation's chop.

If an application is made by a person under a power of attorney, the Joint Representatives may accept it at their discretion and on any conditions they think fit, including evidence of the attorney's authority.

The number of joint applicants may not exceed four and they may not apply by means of the **White Form eIPO** service for the Hong Kong Offer Shares.

Unless permitted by the Listing Rules, you cannot apply for any Hong Kong Offer Shares if you are:

- an existing beneficial owner of Shares in our Company and/or any of our subsidiaries (other than Qualifying KWG Shareholders);
- a Director or chief executive officer of our Company and/or any of our subsidiaries;
- a close associate (as defined in the Listing Rules) of any of the above;
- a core connected person (as defined in the Listing Rules) of our Company or will become a core connected person of our Company immediately upon completion of the Global Offering; or
- have been allocated or have applied for or indicated an interest in any International Offer Shares or otherwise participated in the International Offering (except in respect of Reserved Shares applied for pursuant to the Preferential Offering).

### 3. APPLYING FOR HONG KONG OFFER SHARES

#### Which Application Channel to Use

For Hong Kong Offer Shares to be issued in your own name, use a **WHITE** Application Form or apply online through **White Form eIPO** service at [www.eipo.com.hk](http://www.eipo.com.hk).

For Hong Kong Offer Shares to be issued in the name of HKSCC Nominees and deposited directly into CCASS to be credited to your or a designated CCASS Participant's stock account, use a **YELLOW** Application Form or electronically instruct HKSCC via CCASS to cause HKSCC Nominees to apply for you.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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### Where to Collect the Application Forms

You can collect a **WHITE** Application Form and a prospectus during normal business hours from 9:00 a.m. on Monday, October 19, 2020 until 12:00 noon on Thursday, October 22, 2020 from:

- any of the following offices of the Hong Kong Underwriters:

<b>ABCI Securities Company Limited</b>	10/F, Agricultural Bank of China Tower, 50 Connaught Road, Central, Hong Kong
<b>Huatai Financial Holdings (Hong Kong) Limited</b>	62/F, The Center, 99 Queen's Road Central, Hong Kong
<b>China International Capital Corporation Hong Kong Securities Limited</b>	29/F, One International Finance Centre, 1 Harbour View Street, Central, Hong Kong
<b>Credit Suisse (Hong Kong) Limited</b>	Level 88, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong
<b>Morgan Stanley Asia Limited</b>	Level 46, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong
<b>BOCI Asia Limited</b>	26/F, Bank of China Tower, 1 Garden Road, Central, Hong Kong
<b>CGS-CIMB Securities (Hong Kong) Limited</b>	Unit 2808B-2811, 28/F, Wing On Centre, 111 Connaught Road Central, Sheung Wan, Hong Kong
<b>CLSA Limited</b>	18/F, One Pacific Place, 88 Queensway, Hong Kong
<b>CRIC Securities Company Limited</b>	Room 2007 & 2403, Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong
<b>HeungKong Securities Limited</b>	Suite 622 Ocean Centre, Harbour City, Tsim Sha Tsui Kowloon, Hong Kong



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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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- any of the following branches of the receiving banks:

### Hang Seng Bank Limited

	<u>Branch</u>	<u>Address</u>
Hong Kong Island	Head Office	83 Des Voeux Road Central, Hong Kong
	North Point Branch	335 King's Road, Hong Kong
Kowloon	Yaumatei Branch	363 Nathan Road, Kowloon

### Industrial and Commercial Bank of China (Asia) Limited

	<u>Branch</u>	<u>Address</u>
Hong Kong Island	Sheung Wan Branch	Shop F, G/F, Kai Tak Commercial Building, 317–319 Des Voeux Road Central, Sheung Wan, Hong Kong
Kowloon	Lai Chi Kok Branch	Shop G06, G/F, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Lai Chi Kok, Kowloon
New Territories	Kwai Fong Branch	C63A-C66, 2/F, Kwai Chung Plaza, Kwai Fong, New Territories

### Standard Chartered Bank (Hong Kong) Limited

	<u>Branch</u>	<u>Address</u>
Hong Kong Island	Wanchai Southorn Branch	Shop C2 on G/F and 1/F to 2/F, Lee Wing Building, No. 156–162 Hennessy Road, Wanchai
Kowloon	Kwun Tong Branch	G/F & 1/F One Pacific Centre, 414 Kwun Tong Road, Kwun Tong
	68 Nathan Road Branch	Basement, Shop B1, G/F and M/F Golden Crown Court, 66–70 Nathan Road, Tsimshatsui

You can collect a **YELLOW** Application Form and a copy of this prospectus during normal business hours from 9:00 a.m. on Monday, October 19, 2020 until 12:00 noon on Thursday, October 22, 2020 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or from your stockbroker.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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### Time for Lodging Application Forms

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "HANG SENG (NOMINEE) LIMITED — KWG LIVING GROUP HOLDINGS LIMITED—PUBLIC OFFER" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed above, at the following times:

#### Hang Seng Bank Limited

Monday, October 19, 2020	—	9:00 a.m. to 4:30 p.m.
Tuesday, October 20, 2020	—	9:00 a.m. to 4:30 p.m.
Wednesday, October 21, 2020	—	9:00 a.m. to 4:30 p.m.
Thursday, October 22, 2020	—	9:00 a.m. to 12:00 noon

#### Industrial and Commercial Bank of China (Asia) Limited and Standard Chartered Bank (Hong Kong) Limited

Monday, October 19, 2020	—	9:00 a.m. to 5:00 p.m.
Tuesday, October 20, 2020	—	9:00 a.m. to 5:00 p.m.
Wednesday, October 21, 2020	—	9:00 a.m. to 5:00 p.m.
Thursday, October 22, 2020	—	9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Thursday, October 22, 2020, the last application day or such later time as described in "— F. Effect of Bad Weather on the Opening of the Application Lists" in this section.

#### 4. TERMS AND CONDITIONS OF AN APPLICATION

Follow the detailed instructions in the **WHITE** or **YELLOW** Application Form carefully; otherwise, your application may be rejected.

By submitting a **WHITE** or **YELLOW** Application Form or applying through the **White Form eIPO** service, among other things, you:

- undertake to execute all relevant documents and instruct and authorize our Company and/or the Joint Representatives (or their agents or nominees), as agents of our Company, to execute any documents for you and to do on your behalf all things necessary to register any Hong Kong Offer Shares allocated to you in your name or in the name of HKSCC Nominees as required by the Articles of Association;
- agree to comply with the Companies Ordinance, the Companies (Winding Up and Miscellaneous Provisions) Ordinance and the Articles of Association;
- confirm that you have read the terms and conditions and application procedures set out in this prospectus and in the Application Form(s) and agree to be bound by them;
- confirm that you have received and read this prospectus and have only relied on the information and representations contained in this prospectus in making your application and will not rely on any other information or representations except those in any supplement to this prospectus;

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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- confirm that you are aware of the restrictions on the Global Offering in this prospectus;
- agree that none of our Company, the Joint Representatives, the Joint Global Coordinators, the Joint Sponsors, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offering is or will be liable for any information and representations not in this prospectus (and any supplement to it);
- undertake and confirm that you or the person(s) for whose benefit you have made the application have not applied for or taken up, or indicated an interest for, and will not apply for or take up, or indicate an interest for, any Offer Shares under the International Offering nor participated in the International Offering (except in respect of Reserved Shares applied for pursuant to the Preferential Offering);
- agree to disclose to our Company, the Hong Kong Share Registrar, receiving banks, the Joint Representatives, the Joint Global Coordinators, the Joint Sponsors, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and/or their respective advisers and agents any personal data which they may require about you and the person(s) for whose benefit you have made the application;
- if the laws of any place outside Hong Kong apply to your application, agree and warrant that you have complied with all such laws and none of our Company, the Joint Representatives, the Joint Global Coordinators, the Joint Sponsors, the Joint Bookrunners, the Joint Lead Managers and the Underwriters nor any of their respective officers or advisers will breach any law outside Hong Kong as a result of the acceptance of your offer to purchase, or any action arising from your rights and obligations under the terms and conditions contained in this prospectus and the Application Form;
- agree that once your application has been accepted, you may not rescind it because of an innocent misrepresentation;
- agree that your application will be governed by the laws of Hong Kong;
- represent, warrant and undertake that (a) you understand that the Hong Kong Offer Shares have not been and will not be registered under the U.S. Securities Act; and (b) you and any person for whose benefit you are applying for the Hong Kong Offer Shares are outside the U.S. (as defined in Regulation S) or are a person described in paragraph (h)(3) of Rule 902 of Regulation S;
- warrant that the information you have provided is true and accurate;
- agree to accept the Hong Kong Offer Shares applied for, or any lesser number allocated to you under the application;
- authorize our Company to place your name(s) or the name of the HKSCC Nominees, on our Company's register of members as the holder(s) of any Hong Kong Offer Shares allocated to you, and our Company and/or its agents to send any share certificate(s) and/or any e-Refund payment instructions and/or any refund cheque(s) to you or the first-named applicant for joint application by ordinary post at your own risk to the

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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address stated on the application, unless you have fulfilled the criteria mentioned in “Personal Collection” section in the prospectus to collect the share certificate(s) and/or refund cheque(s) in person;

- declare and represent that except for an application made by a Qualifying KWG Shareholder under the Preferential Offering, this is the only application made and the only application intended by you to be made to benefit you or the person for whose benefit you are applying;
- understand that our Company and the Joint Representatives will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Hong Kong Offer Shares to you and that you may be prosecuted for making a false declaration;
- (if the application is made for your own benefit) warrant that no other application has been or will be made for your benefit on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC or to the **White Form eIPO** Service Provider by you or by any one as your agent or by any other person; and
- (if you are making the application as an agent for the benefit of another person) warrant that (i) no other application has been or will be made by you as agent for or for the benefit of that person or by that person or by any other person as agent for that person on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC; and (ii) you have due authority to sign the Application Form or give **electronic application instructions** on behalf of that other person as their agent.

### **Additional Instructions for YELLOW Application Forms**

You may refer to the **YELLOW** Application Form for details.

## **5. APPLYING THROUGH THE WHITE FORM eIPO SERVICE**

### **General**

Individuals who meet the criteria in “— 2. Who Can Apply” in this section, may apply through the **White Form eIPO** service for the Offer Shares to be allotted and registered in their own names through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk).

Detailed instructions for application through the **White Form eIPO** service are on the designated website. If you do not follow the instructions, your application may be rejected and may not be submitted to our Company. If you apply through the designated website, you authorize the **White Form eIPO** Service Provider to apply on the terms and conditions in this prospectus, as supplemented and amended by the terms and conditions of the **White Form eIPO** service.

### **Time for Submitting Applications under the White Form eIPO Service**

You may submit your application to the **White Form eIPO** Service Provider at [www.eipo.com.hk](http://www.eipo.com.hk) from 9:00 a.m. on Monday, October 19, 2020 until 11:30 a.m. on Thursday, October 22, 2020 (24 hours daily, except on the last application day) and the

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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latest time for completing full payment of application monies in respect of such applications will be 12:00 noon on Thursday, October 22, 2020 or such later time under “— F. Effect of Bad Weather on the Opening of the Application Lists” in this section.

### **No Multiple Applications**

If you apply by means of **White Form eIPO**, once you complete payment in respect of any **electronic application instruction** given by you or for your benefit through the **White Form eIPO** service to make an application for Hong Kong Offer Shares, an actual application shall be deemed to have been made. For the avoidance of doubt, giving an electronic application instruction under the **White Form eIPO** service more than once and obtaining different application reference numbers without effecting full payment in respect of a particular reference number will not constitute an actual application.

If you are suspected of submitting more than one application through the **White Form eIPO** service or by any other means (except where you applied as or for a Qualifying KWG Shareholder under the Preferential Offering), all of your applications are liable to be rejected.

### **Commitment to sustainability**

The obvious advantage of **White Form eIPO** service is to save the use of paper via the self-serviced and electronic application process. Computershare Hong Kong Investor Services Limited being the designated **White Form eIPO** Service Provider, will contribute HK\$2 for each “KWG Living Group Holdings Limited” **White Form eIPO** application submitted via the website [www.eipo.com.hk](http://www.eipo.com.hk) to support sustainability.

### **Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance**

For the avoidance of doubt, our Company and all other parties involved in the preparation of this prospectus acknowledge that each applicant who gives or causes to give **electronic application instructions** is a person who may be entitled to compensation under Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as applied by Section 342E of the Companies (Winding Up and Miscellaneous Provisions) Ordinance).

## **6. APPLYING BY GIVING ELECTRONIC APPLICATION INSTRUCTIONS TO HKSCC VIA CCASS**

### **General**

CCASS Participants may give **electronic application instructions** to apply for the Hong Kong Offer Shares and to arrange payment of the money due on application and payment of refunds under their participant agreements with HKSCC and the General Rules of CCASS and the CCASS Operational Procedures.

If you are a CCASS Investor Participant, you may give these **electronic application instructions** through the CCASS Phone System by calling 852 2979 7888 or through the CCASS Internet System <https://ip.ccass.com> (using the procedures in HKSCC’s “An Operating Guide for Investor Participants” in effect from time to time).

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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HKSCC can also input **electronic application instructions** for you if you go to:

**Hong Kong Securities Clearing Company Limited**  
Customer Service Center  
1/F One & Two Exchange Square  
8 Connaught Place  
Central  
Hong Kong

and complete an input request form.

You can also collect a prospectus from this address.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** via CCASS terminals to apply for the Hong Kong Offer Shares on your behalf.

You will be deemed to have authorized HKSCC and/or HKSCC Nominees to transfer the details of your application to our Company, the Joint Representatives and the Hong Kong Share Registrar.

### **Giving Electronic Application Instructions to HKSCC via CCASS**

Where you have given **electronic application instructions** to apply for the Hong Kong Offer Shares and a **WHITE** Application Form is signed by HKSCC Nominees on your behalf:

- (i) HKSCC Nominees will only be acting as a nominee for you and is not liable for any breach of the terms and conditions of the **WHITE** Application Form or this prospectus;
- (ii) HKSCC Nominees will do the following things on your behalf:
  - agree that the Hong Kong Offer Shares to be allotted shall be issued in the name of HKSCC Nominees and deposited directly into CCASS for the credit of the CCASS Participant's stock account on your behalf or your CCASS Investor Participant's stock account;
  - agree to accept the Hong Kong Offer Shares applied for or any lesser number allocated;
  - undertake and confirm that you have not applied for or taken up, will not apply for or take up, or indicate an interest for, any Offer Shares under the International Offering (except in respect of Reserved Shares applied for under the Preferential Offering);
  - (if the **electronic application instructions** are given for your benefit) declare that only one set of **electronic application instructions** has been given for your benefit;

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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- (if you are an agent for another person) declare that you have only given one set of **electronic application instructions** for the other person's benefit and are duly authorized to give those instructions as their agent;
- confirm that you understand that our Company, our Directors and the Joint Representatives will rely on your declarations and representations in deciding whether or not to make any allotment of any of the Hong Kong Offer Shares to you and that you may be prosecuted if you make a false declaration;
- authorize our Company to place HKSCC Nominees' name on our Company's register of members as the holder of the Hong Kong Offer Shares allocated to you and to send share certificate(s) and/or refund monies under the arrangements separately agreed between us and HKSCC;
- confirm that you have read the terms and conditions and application procedures set out in this prospectus and agree to be bound by them;
- confirm that you have received and/or read a copy of this prospectus and have relied only on the information and representations in this prospectus in causing the application to be made, save as set out in any supplement to this prospectus;
- agree that none of our Company, the Joint Representatives, the Joint Global Coordinators, the Joint Sponsors, the Joint Bookrunners, the Joint Lead Managers, the Underwriters, their respective directors, officers, employees, partners, agents, advisers and any other parties involved in the Global Offering, is or will be liable for any information and representations not contained in this prospectus (and any supplement to it);
- agree to disclose your personal data to our Company, the Hong Kong Share Registrar, receiving banks, the Joint Representatives, the Joint Global Coordinators, the Joint Sponsors, the Joint Bookrunners, the Joint Lead Managers, the Underwriters and/or its respective advisers and agents;
- agree (without prejudice to any other rights which you may have) that once HKSCC Nominees' application has been accepted, it cannot be rescinded for innocent misrepresentation;
- agree that any application made by HKSCC Nominees on your behalf is irrevocable before the fifth day after the time of the opening of the application lists (excluding any day which is Saturday, Sunday or public holiday in Hong Kong), such agreement to take effect as a collateral contract with us and to become binding when you give the instructions and such collateral contract to be in consideration of our Company agreeing that it will not offer any Hong Kong Offer Shares to any person before the fifth day after the time of the opening of the application lists (excluding any day which is Saturday, Sunday or public holiday in Hong Kong), except by means of one of the procedures referred to in this prospectus. However, HKSCC Nominees may revoke the application before the fifth day after the time of the opening of the Application Lists (excluding for this purpose any day which is a Saturday, Sunday or public holiday in Hong Kong) if a person responsible for this prospectus under



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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance gives a public notice under that section which excludes or limits that person's responsibility for this prospectus;

- agree that once HKSCC Nominees' application is accepted, neither that application nor your **electronic application instructions** can be revoked, and that acceptance of that application will be evidenced by our Company's announcement of the Hong Kong Public Offering results;
- agree to the arrangements, undertakings and warranties under the participant agreement between you and HKSCC, read with the General Rules of CCASS and the CCASS Operational Procedures, for the giving **electronic application instructions** to apply for Hong Kong Offer Shares;
- agree with our Company, for itself and for the benefit of each Shareholder (and so that our Company will be deemed by its acceptance in whole or in part of the application by HKSCC Nominees to have agreed, for itself and on behalf of each of the Shareholders, with each CCASS Participant giving electronic application instructions) to observe and comply with the Companies (Winding Up and Miscellaneous Provisions) Ordinance, the Companies Ordinance and the Articles of Association; and
- agree that your application, any acceptance of it and the resulting contract will be governed by the Laws of Hong Kong.

### Effect of Giving Electronic Application Instructions to HKSCC via CCASS

By giving **electronic application instructions** to HKSCC or instructing your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give such instructions to HKSCC, you (and, if you are joint applicants, each of you jointly and severally) are deemed to have done the following things. Neither HKSCC nor HKSCC Nominees shall be liable to our Company or any other person in respect of the things mentioned below:

- instructed and authorized HKSCC to cause HKSCC Nominees (acting as nominee for the relevant CCASS Participants) to apply for the Hong Kong Offer Shares on your behalf;
- instructed and authorized HKSCC to arrange payment of the maximum Offer Price, brokerage, SFC transaction levy and the Stock Exchange trading fee by debiting your designated bank account and, in the case of a wholly or partially unsuccessful application and/or if the Offer Price is less than the maximum Offer Price per Offer Share initially paid on application, refund of the application monies (including brokerage, SFC transaction levy and the Stock Exchange trading fee) by crediting your designated bank account; and
- instructed and authorized HKSCC to cause HKSCC Nominees to do on your behalf all the things stated in the **WHITE** Application Form and in this prospectus.

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# HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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## Minimum Purchase Amount and Permitted Numbers

You may give or cause your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give **electronic application instructions** for a minimum number of 1,000 Hong Kong Offer Shares. Instructions for more than 1,000 Hong Kong Offer Shares must be in one of the numbers set out in the table in the Application Forms. No application for any other number of Hong Kong Offer Shares will be considered and any such application is liable to be rejected.

## Time for Inputting Electronic Application Instructions<sup>(1)</sup>

CCASS Clearing/Custodian Participants can input **electronic application instructions** at the following times on the following dates:

<b>Monday, October 19, 2020</b>	—	<b>9:00 a.m. to 8:30 p.m.</b>
<b>Tuesday, October 20, 2020</b>	—	<b>8:00 a.m. to 8:30 p.m.</b>
<b>Wednesday, October 21, 2020</b>	—	<b>8:00 a.m. to 8:30 p.m.</b>
<b>Thursday, October 22, 2020</b>	—	<b>8:00 a.m. to 12:00 noon</b>

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*Note:*

- (1) These times are subject to change as HKSCC may determine from time to time with prior notification to CCASS Clearing/Custodian Participants and/or CCASS Investor Participants.

CCASS Investor Participants can input **electronic application instructions** from 9:00 a.m. on Monday, October 19, 2020 until 12:00 noon on Thursday, October 22, 2020 (24 hours daily, except on Thursday, October 22, 2020, the last application day).

The latest time for inputting your **electronic application instructions** will be 12:00 noon on Thursday, October 22, 2020, the last application day or such later time as described in “— F. Effect of Bad Weather on the Opening of the Application Lists” in this section.

## No Multiple Applications

If you are suspected of having made multiple applications or if more than one application is made for your benefit, the number of Hong Kong Offer Shares applied for by HKSCC Nominees will be automatically reduced by the number of Hong Kong Offer Shares for which you have given such instructions and/or for which such instructions have been given for your benefit. Any **electronic application instructions** to make an application for the Hong Kong Offer Shares given by you or for your benefit to HKSCC shall be deemed to be an actual application for the purposes of considering whether multiple applications have been made.

## Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance

For the avoidance of doubt, our Company and all other parties involved in the preparation of this prospectus acknowledge that each CCASS Participant who gives or causes to give **electronic application instructions** is a person who may be entitled to compensation under Section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as applied by Section 342E of the Companies (Winding Up and Miscellaneous Provisions) Ordinance).

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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### Personal Data

The section of the Application Form headed “Personal Data” applies to any personal data held by our Company, the Hong Kong Share Registrar, the receiving banks, the Joint Representatives, the Joint Global Coordinators, the Joint Sponsors, the Joint Bookrunners, the Joint Lead Managers and the Underwriters and any of their respective advisers and agents about you in the same way as it applies to personal data about applicants other than HKSCC Nominees.

## B. APPLICATIONS FOR RESERVED SHARES

### 1. WHO CAN APPLY

Only KWG Shareholders whose names appeared on the register of members of KWG Holdings at 4:30 p.m. on the Record Date are entitled to subscribe for the Reserved Shares under the Preferential Offering.

Qualifying KWG Shareholders are entitled to apply on the basis of an Assured Entitlement of one Reserved Share for every 45 KWG Shares held by them as of 4:30 p.m. on the Record Date.

Qualifying KWG Shareholder who hold less than 45 KWG Shares as of 4:30 p.m. on the Record Date will not have an Assured Entitlement to the Reserved Shares, but they will still be entitled to participate in the Preferential Offering by applying for excess Reserved Shares.

If you are a firm, the application must be in the individual members’ names, but not in the name of your firm. If you are a body corporate, the **BLUE** Application Form must be signed by a duly authorized officer, who must state his representative capacity, and stamped with your corporation’s chop.

If an application is made by a person under a power of attorney, our Company and the Joint Representatives, as our Company’s agents, may accept it at their discretion, and on any conditions they think fit, including requiring evidence of the attorney’s authority. Our Company and the Joint Representatives, as the Company’s agents, will have full discretion to reject or accept any application, in full or in part, without giving any reason.

You cannot apply for any Reserved Shares if you are:

- an existing beneficial owner of Shares in our Company and/or any of our subsidiaries (other than Qualifying KWG Shareholders);
- a director or chief executive of our Company and/or any of our subsidiaries (other than Qualifying KWG Shareholders);
- a close associate (as defined in the Listing Rules) of any of the above persons; or
- a core connected person (as defined in the Listing Rules) of our Company or will become a core connected person of our Company immediately upon completion of the Global Offering.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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### 2. HOW TO APPLY

An application for Reserved Shares under the Preferential Offering may only be made by Qualifying KWG Shareholders either through the **Blue Form eIPO** service via [www.eipo.com.hk](http://www.eipo.com.hk) or using **BLUE** Application Forms which have been despatched to Qualifying KWG Shareholders by our Company.

Qualifying KWG Shareholders may apply for a number of Reserved Shares which is greater than, less than or equal to their Assured Entitlement or may apply only for excess Reserved Shares under the Preferential Offering. Qualifying KWG Shareholders who hold less than 45 KWG Shares as of 4:30 p.m. on the Record Date and therefore will not have an Assured Entitlement to the Reserved Shares but will still be entitled to participate in the Preferential Offering by applying only for excess Reserved Shares.

A valid application for a number of Reserved Shares which is less than or equal to a Qualifying KWG Shareholder's Assured Entitlement under the Preferential Offering will be accepted in full, subject to the terms and conditions set out in the **BLUE** Application Forms assuming the conditions of the Preferential Offering are satisfied.

Where a Qualifying KWG Shareholder applies for a number of Reserved Shares which is greater than the Qualifying KWG Shareholder's Assured Entitlement under the Preferential Offering, the relevant Assured Entitlement will be satisfied in full (subject to terms and conditions of an application mentioned above) but the excess portion of such application will only be satisfied to the extent that there are sufficient Available Reserved Shares as described below.

Where a Qualifying KWG Shareholder applies for excess Reserved Shares only under the Preferential Offering, such application will only be satisfied to the extent that there are sufficient Available Reserved Shares as described below.

Qualifying KWG Shareholders (other than HKSCC Nominees) who intend to apply for less than their Assured Entitlement using the **BLUE** Application Forms for Assured Entitlement or who intend to apply for excess Reserved Shares using the **BLUE** Application Forms for excess Reserved Shares, should apply for a number which is one of the numbers set out in the table of numbers and payments in the **BLUE** Application Form and make a payment of the corresponding amount. If you intend to apply for a number of Assured Entitlement or excess Reserved Shares which is not one of the numbers set out in the table in the **BLUE** Application Form for Assured Entitlement and excess Reserved Shares, you **MUST** apply by using **Blue Form eIPO** only (other than HKSCC Nominees). If you are a Qualifying KWG Shareholder and wish to apply for excess Reserved Shares in addition to your Assured Entitlement, you should complete and sign the **BLUE** Application Form for excess Reserved Shares and lodge it, together with a separate remittance for the full amount payable on application in respect of the excess Reserved Shares applied for or apply for through the **Blue Form eIPO** service via [www.eipo.com.hk](http://www.eipo.com.hk).

To the extent that excess applications for the Reserved Shares are:

- (i) less than the Reserved Shares not taken up by the Qualifying KWG Shareholders' Assured Entitlement (the "**Available Reserved Shares**"), the Available Reserved Shares will first be allocated to satisfy such excess applications for the Reserved Shares in full and thereafter will be allocated, at the discretion of the Joint Representatives, to the International Offering;

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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- (ii) equal to the Available Reserved Shares, the Available Reserved Shares will be allocated to satisfy such excess applications for the Reserved Shares in full; or
- (iii) more than the Available Reserved Shares, the Available Reserved Shares will be allocated on an allocation basis which will be consistent with the allocation basis commonly used in the case of over-subscriptions in public offerings in Hong Kong, where a higher allocation percentage will be applied in respect of smaller applications of excess Reserved Shares. If there are an odd lot number of Shares left after satisfying the excess applications, such number of odd lot Shares will be reallocated, at the discretion of the Joint Representatives, to the International Offering. No preference will be given to any excess applications made to top up odd lot holdings to whole lot holdings of Shares.

Save for the above, the Preferential Offering will not be subject to the clawback arrangement between the International Offering and the Hong Kong Public Offering.

Qualifying KWG Shareholders who have applied for Reserved Shares under the Preferential Offering either through the **Blue Form eIPO** service via [www.eipo.com.hk](http://www.eipo.com.hk) or on a **BLUE** Application Form, may also make one application either on a **WHITE** or **YELLOW** Application Form, or by giving **electronic application instructions** to HKSCC via CCASS (if you are a CCASS Investor Participant or act through a CCASS Clearing or Custodian Participant) or through the **White Form eIPO** service for the Hong Kong Offer Shares in the Hong Kong Public Offering. However, Qualifying KWG Shareholders will receive no preference as to entitlement or allocation in respect of applications for Hong Kong Offer Shares made on **WHITE** or **YELLOW** Application Forms or by giving **electronic application instructions** to HKSCC or through the **WHITE Form eIPO** service under the Hong Kong Public Offering.

Persons who held their KWG Shares as of 4:30 p.m. on the Record Date in CCASS indirectly through a broker/custodian, and wish to participate in the Preferential Offering, should instruct their broker or custodian to apply for the Reserved Shares on their behalf by no later than the deadline set by HKSCC or HKSCC Nominees. In order to meet the deadline set by HKSCC, such persons should check with their broker/custodian for the timing on the processing of their instructions, and submit their instructions to their broker/custodian as required by them. Persons who held their KWG Shares as of 4:30 p.m. on the Record Date in CCASS directly as a CCASS Investor Participant, and wish to participate in the Preferential Offering, should give their instruction to HKSCC via the CCASS Phone System or CCASS Internet System by no later than the deadline set by HKSCC or HKSCC Nominees.

### 3. DISTRIBUTION OF THE PROSPECTUS AND THE BLUE APPLICATION FORMS

The **BLUE** Application Forms have been despatched to all Qualifying KWG Shareholders, to their address recorded on the register of members of KWG Holdings, at 4:30 p.m. on the Record Date.

In addition, Qualifying KWG Shareholders will receive a copy of this prospectus in the manner in which they have elected, or are deemed to have elected, to receive corporate communications under KWG Holdings' corporate communications policy.

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If a Qualifying KWG Shareholder has elected to receive corporate communications from KWG Holdings in printed form under KWG Holdings' corporate communications policy or has not been asked to elect the means of receiving KWG Holdings' corporate communications, a printed copy of this prospectus in the elected language version(s) (if applicable) will be despatched to such Qualifying KWG Shareholder.

If a Qualifying KWG Shareholder (a) has elected to receive an electronic version of corporate communications or (b) is deemed to have consented to receiving the electronic version of corporate communications from KWG Holdings, an electronic version of this prospectus (which is identical to the printed prospectus) can be accessed and downloaded from the websites of the Company at [www.kwgliving.com](http://www.kwgliving.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) under the section entitled "HKEXnews > Listed Company Information > Latest Listed Company Information".

A Qualifying KWG Shareholder who has elected to receive or is deemed to have consented to receiving the electronic version of this prospectus may at any time request for a printed copy of this prospectus, free of charge, by sending a request in writing to Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong. Computershare Hong Kong Investor Services Limited will promptly, upon request, send by ordinary post a printed copy of this prospectus to such Qualifying KWG Shareholder, free of charge, although such Qualifying KWG Shareholder may not receive that printed copy of this prospectus before the close of the Hong Kong Public Offering and the Preferential Offering.

Qualifying KWG Shareholders may also obtain a printed copy of this prospectus during normal business hours from any of the designated branches of the receiving banks and the designated offices of each of the Hong Kong Underwriters as set out in "— A. Applications for Hong Kong Offer Shares — 3. Applying for Hong Kong Offer Shares — Where to collect the Application Forms" in this section. An electronic copy of this prospectus (which is identical to the printed prospectus) can be accessed and downloaded from the websites of our Company at [www.kwgliving.com](http://www.kwgliving.com) and the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk), respectively.

Qualifying KWG Shareholders who require a replacement **BLUE** Application Form should contact Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or on its hotline 2862 8555.

Distribution of this prospectus and/or the **BLUE** Application Forms into any jurisdiction other than Hong Kong may be restricted by law. Persons who come into possession of this prospectus and/or the **BLUE** Application Forms (including, without limitation, agents, custodians, nominees and trustees) should inform themselves of, and observe, any such restrictions. Any failure to comply with such restrictions may constitute a violation of the securities laws of any such jurisdiction.

Receipt of this prospectus and/or the **BLUE** Application Forms does not and will not constitute an offer in those jurisdictions in which it would be illegal to make an offer and, in those circumstances, this prospectus and/or the **BLUE** Application Forms must be treated as sent for information only and should not be copied or redistributed.



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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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### 4. APPLYING THROUGH THE BLUE FORM eIPO SERVICE

If you apply for Reserved Shares online through the **Blue Form eIPO** service:

- (a) detailed instructions for application through the **Blue Form eIPO** service are set out on the designated website at **www.eipo.com.hk**. You should read these instructions carefully. If you do not follow the instructions, your application may be rejected by the **Blue Form eIPO** Service Provider and may not be submitted to our Company;
- (b) you must also be willing to provide a valid e-mail address; and
- (c) once payment is completed via **electronic application instructions** given by you or for your benefit, an actual application is deemed to have been made. If you submit applications both via the **Blue Form eIPO** service and by using a **BLUE** Application Form, only the application submitted via the **Blue Form eIPO** service will be accepted and the other will be rejected.

### 5. APPLYING BY USING BLUE APPLICATION FORM

- (a) If you are applying by using the **BLUE** Application Form for Assured Entitlement, you may apply for a number of Reserved Shares pursuant to your Assured Entitlement that is equal to or less than the number stated in Box B. If you intend to apply for a number of Reserved Shares that is less than your Assured Entitlement, you **MUST** apply for a number which is one of the numbers set out in the table in the **BLUE** Application Form and make a payment of the corresponding amount (other than HKSCC Nominees). You need to complete and sign the **BLUE** Application Form for Assured Entitlement and submit one cheque (or banker's cashier order) for the exact amount of remittance printed in Box B or the corresponding amount payable as set out in the table in the **BLUE** Application Form.
- (b) If you are applying by using the **BLUE** Application Form for excess Reserved Shares, you **MUST** apply for a number which is one of the numbers set out in the table in the **BLUE** Application Form and make a payment of the corresponding amount (other than HKSCC Nominees). You need to complete and sign the **BLUE** Application Form for excess Reserved Shares and submit one separate cheque (or banker's cashier order) for the exact amount of remittance.
- (c) If you intend to apply for both Reserved Shares pursuant to your Assured Entitlement and excess Reserved Shares, you must submit both **BLUE** Application Form for Assured Entitlement and **BLUE** Application Form for excess Reserved Shares. Each **BLUE** Application Form must be accompanied by a separate check (or banker's cashier order) for the exact amount of remittance.
- (d) The **BLUE** Application Form will be rejected by our Company if:
  - the **BLUE** Application Form is not completed in accordance with the instructions as stated in the **BLUE** Application Form;
  - the **BLUE** Application Form has not been duly signed (only written signatures are acceptable) (or in the case of a joint application, not all applicants have signed);



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- in respect of applicants who are corporate entities, the **BLUE** Application Form has not been duly signed (only written signature is acceptable) by an authorized officer or affixed with a company chop;
- the cheque/banker's cashier order/**BLUE** Application Form is defective;
- the **BLUE** Application Form for either Reserved Shares pursuant to the Assured Entitlement or excess Reserved Shares is not accompanied with a cheque/banker's cashier order or is accompanied by more than one cheque/banker's cashier order for each of the application for Assured Entitlement and excess application for Reserved Shares;
- the account name on cheque/banker's cashier order is not pre-printed or certified by the issuing bank;
- the banker's cashier order was not issued by a licensed bank in Hong Kong, or did not have the applicant's name certified on the back by a person authorized by the bank;
- the cheque/banker's cashier order is not drawn on a Hong Kong dollar bank account in Hong Kong;
- the name of the payee indicated on the cheque/banker's cashier order is not "HANG SENG (NOMINEE) LIMITED — KWG LIVING GROUP HOLDINGS LIMITED—ASSURED OFFERING";
- the cheque has not be crossed "Account payee only";
- the cheque was post-dated;
- the applicant's payment is not made correctly or the applicant pays by cheque or banker's cashier order and the cheque or banker's cashier order is dishonored on its first presentation;
- the applicant's name/the first applicant's name on the joint application is not the same as the name pre-printed or certified/endorsed by the drawee bank on the cheque/banker's cashier order;
- alteration(s) to the application details on the **BLUE** Application Form has or have not been authorized by the signature(s) of the applicant(s);
- the application is completed by pencil;
- the applicant does not fill in all the boxes in the option he/she/it chooses;
- the applicant chooses more than one of the options on the **BLUE** Application Form;
- our Company believes that by accepting the application, our Company would violate the applicable securities or other laws, rules or regulations of the jurisdiction where the **BLUE** Application Form is received or where the applicant's address is located; or

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- our Company and the Joint Representatives, and their respective agents or nominees, exercise their discretion to reject or accept any application, or to accept only part of any application. No reasons have to be given for any rejection or acceptance.

Instead of using the **BLUE** Application Form, you may apply for Reserved Shares through the **Blue Form eIPO** service at [www.eipo.com.hk](http://www.eipo.com.hk).

### 6. WHEN MAY APPLICATIONS BE MADE

#### Application through the Blue Form eIPO service

You may submit your application via the **Blue Form eIPO** service at [www.eipo.com.hk](http://www.eipo.com.hk) (24 hours daily, except on the last application day) from 9:00 a.m., Monday, October 19, 2020 until 11:30 a.m., Thursday, October 22, 2020 and the latest time for completing full payment of application monies in respect of such applications will be 12:00 noon, Thursday, October 22, 2020 or such later time under the “— F. Effects of Bad Weather on the Opening of the Applications Lists” in this section.

#### Applications on BLUE Application Forms

Your completed **BLUE** Application Form, together with a cheque/banker’s cashier order attached and marked payable to “HANG SENG (NOMINEE) LIMITED — KWG LIVING GROUP HOLDINGS LIMITED—ASSURED OFFERING”, should be deposited in the special collection boxes provided at any of the branches of the receiving banks listed in “— A. Applications for Hong Kong Offer Shares — 3. Applying for Hong Kong Offer Shares — Where to Collect the Application Forms” at the specified times on the following dates:

#### Hang Seng Bank Limited

Monday, October 19, 2020	—	9:00 a.m. to 4:30 p.m.
Tuesday, October 20, 2020	—	9:00 a.m. to 4:30 p.m.
Wednesday, October 21, 2020	—	9:00 a.m. to 4:30 p.m.
Thursday, October 22, 2020	—	9:00 a.m. to 12:00 noon

#### Industrial and Commercial Bank of China (Asia) Limited and Standard Chartered Bank (Hong Kong) Limited

Monday, October 19, 2020	—	9:00 a.m. to 5:00 p.m.
Tuesday, October 20, 2020	—	9:00 a.m. to 5:00 p.m.
Wednesday, October 21, 2020	—	9:00 a.m. to 5:00 p.m.
Thursday, October 22, 2020	—	9:00 a.m. to 12:00 noon

If you submit applications both through the **Blue Form eIPO** service and by **BLUE** Application Form, only the application submitted via the **Blue Form eIPO** service will be accepted and the other will be rejected.

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### Application lists

The application lists will be open from 11:45 a.m. to 12:00 noon on Thursday, October 22, 2020, the last application day or such later time as described in “— F. Effect of Bad Weather on the Opening of the Application Lists” in this section.

No proceedings will be taken on applications for Reserved Shares and no allotment of any such Reserved Shares will be made until after the closing of the application lists.

### How many applications may be made

You should refer to “— D. How many applications can you make” below for the situations where you may make an application for Hong Kong Offer Shares under the Hong Kong Public Offering in addition to application(s) for Reserved Shares under the Preferential Offering.

### Additional terms and conditions and instructions

You should refer to the **BLUE** Application Form for details of the additional terms and conditions and instructions which apply to applications for Reserved Shares.

## C. WARNING FOR ELECTRONIC APPLICATIONS

The subscription of the Hong Kong Offer Shares by giving **electronic application instructions** to HKSCC is only a facility provided to CCASS Participants. Similarly, the application for Hong Kong Offer Shares through the **White Form eIPO** service, or for the Reserved Shares through the **Blue Form eIPO** service, is also only a facility provided by the **White Form eIPO** Service Provider to public investors and by **Blue Form eIPO** Service Provider to Qualifying KWG Shareholders. Such facilities are subject to capacity limitations and potential service interruptions and you are advised not to wait until the last application day in making your electronic applications. Our Company, our Directors, the Joint Representatives, the Joint Global Coordinators, the Joint Sponsors, the Joint Bookrunners, the Joint Lead Managers and the Underwriters take no responsibility for such applications and provide no assurance that any CCASS Participant or person applying through the **White Form eIPO** service and the **Blue Form eIPO** service will be allotted any Hong Kong Offer Shares or Reserved Shares (as the case may be).

To ensure that CCASS Investor Participants can give their **electronic application instructions**, they are advised not to wait until the last minute to input their instructions to the systems. In the event that CCASS Investor Participants have problems in the connection to CCASS Phone System/CCASS Internet System for submission of **electronic application instructions**, they should either (i) submit a **WHITE** or **YELLOW** Application Form, or (ii) go to HKSCC’s Customer Service Centre to complete an input request form for **electronic application instructions** before 12:00 noon on Thursday, October 22, 2020.

## D. HOW MANY APPLICATIONS CAN YOU MAKE

Multiple applications for the Hong Kong Offer Shares are not allowed except by nominees. If you are a nominee, in the box on the Application Form marked “For nominees” you must include:

- an account number; or

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- some other identification code,

for each beneficial owner or, in the case of joint beneficial owners, for each joint beneficial owner. If you do not include this information, the application will be treated as being made for your benefit.

If you are a Qualifying KWG Shareholder applying for Reserved Shares under the Preferential Offering either through the **Blue Form eIPO** service via [www.eipo.com.hk](http://www.eipo.com.hk) or on a **BLUE** Application Form, you may also make one application for Hong Kong Offer Shares either on a **WHITE** or **YELLOW** Application Form or electronically through CCASS (if you are a CCASS Investor Participant or act through a CCASS Clearing or Custodian Participant) or submit an application through the **White Form eIPO** service through the designated website at [www.eipo.com.hk](http://www.eipo.com.hk). However, in respect of any application for Hong Kong Offer Shares using the above methods, you will not enjoy the preferential treatment accorded to you under the Preferential Offering as described in “Structure of the Global Offering -The Preferential Offering.” If you submit applications both through the **Blue Form eIPO** service and by using a **BLUE** Application Form, only the application submitted via **Blue Form eIPO** service will be accepted and the other will be rejected.

All of your applications will be rejected if more than one application on a **WHITE** or **YELLOW** Application Form or by giving **electronic application instructions** to HKSCC or through the **White Form eIPO** service, is made for your benefit (including the part of the application made by HKSCC Nominees acting on **electronic application instructions**). If an application is made by an unlisted company and:

- the principal business of that company is dealing in securities; and
- you exercise statutory control over that company,

then the application will be treated as being for your benefit.

“Unlisted company” means a company with no equity securities listed on the Stock Exchange. “Statutory control” means you:

- control the composition of the board of directors of the company;
- control more than half of the voting power of the company; or
- hold more than half of the issued share capital of the company (not counting any part of it which carries no right to participate beyond a specified amount in a distribution of either profits or capital).

### E. HOW MUCH ARE THE HONG KONG OFFER SHARES AND THE RESERVED SHARES

The Application Forms have tables showing the exact amount payable for Shares.

You must pay the maximum Offer Price, brokerage, SFC transaction levy and the Stock Exchange trading fee in full upon application for the Shares under the terms set out in the Application Forms.

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You may submit an application using a **WHITE** or **YELLOW** Application Form or through the **White Form eIPO** service in respect of a minimum of 1,000 Hong Kong Offer Shares. Each application or **electronic application instruction** in respect of more than 1,000 Hong Kong Offer Shares must be in one of the numbers set out in the table in the **WHITE** or **YELLOW** Application Form, or as otherwise specified on the designated website at [www.eipo.com.hk](http://www.eipo.com.hk).

If your application is successful, brokerage will be paid to the Exchange Participants (as defined in the Listing Rules), and the SFC transaction levy and the Stock Exchange trading fee are paid to the Stock Exchange (in the case of the SFC transaction levy, collected by the Stock Exchange on behalf of the SFC).

For further details on the Offer Price, see the section headed “Structure of the Global Offering — Pricing and Allocation”.

### F. EFFECT OF BAD WEATHER ON THE OPENING OF THE APPLICATION LISTS

The application lists will not open if there is:

- a tropical cyclone warning signal number 8 or above;
- a “black” rainstorm warning; and/or
- Extreme Conditions,

in force in Hong Kong at any time between 9:00 a.m. and 12:00 noon on Thursday, October 22, 2020. Instead they will open between 11:45 a.m. and 12:00 noon on the next business day which does not have either of those warnings or Extreme Conditions in Hong Kong in force at any time between 9:00 a.m. and 12:00 noon.

If the application lists do not open and close on Thursday, October 22, 2020 or if there is a tropical cyclone warning signal number 8 or above or a “black” rainstorm warning signal and/or Extreme Conditions in force in Hong Kong that may affect the dates mentioned in the section headed “Expected Timetable,” an announcement will be made in such event.

### G. PUBLICATION OF RESULTS

Our Company expects to announce the final Offer Price, the level of indication of interest in the International Offering, the level of applications in the Hong Kong Public Offering and the Preferential Offering and the basis of allocation of the Hong Kong Offer Shares and Reserved Shares on Thursday, October 29, 2020 on our Company’s website at [www.kwgliving.com](http://www.kwgliving.com) and the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk).

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants under the Hong Kong Public Offering and the Preferential Offering will be available at the times and date and in the manner specified below:

- in the announcement to be posted on our Company’s website at [www.kwgliving.com](http://www.kwgliving.com) and the Stock Exchange’s website at [www.hkexnews.hk](http://www.hkexnews.hk) by no later than 8:00 a.m. on Thursday, October 29, 2020;

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- from the designated results of allocations website at [www.iporeresults.com.hk](http://www.iporeresults.com.hk) (alternatively: English <https://www.eipo.com.hk/en/Allotment>; Chinese <https://www.eipo.com.hk/zh-hk/Allotment>) with a “search by ID” function on a 24-hour basis from 8:00 a.m. on Thursday, October 29, 2020 to 12:00 midnight on Wednesday, November 4, 2020;
- by telephone enquiry line by calling +852 2862 8555 between 9:00 a.m. and 6:00 p.m. on Thursday, October 29, 2020 to Friday, October 30, 2020 and from Monday, November 2, 2020 to Tuesday, November 3, 2020;
- in the special allocation results booklets which will be available for inspection during opening hours from Thursday, October 29, 2020 to Saturday, October 31, 2020 at all the designated branches of the receiving banks.

If our Company accepts your offer to subscribe (in whole or in part), which it may do by announcing the basis of allocations and/or making available the results of allocations publicly, there will be a binding contract under which you will be required to purchase the Hong Kong Offer Shares and the Reserved Shares if the conditions of the Global Offering are satisfied and the Global Offering is not otherwise terminated. Further details, see “Structure of the Global Offering” in this prospectus.

You will not be entitled to exercise any remedy of rescission for innocent misrepresentation at any time after acceptance of your application. This does not affect any other right you may have.

### **H. CIRCUMSTANCES IN WHICH YOU WILL NOT BE ALLOTTED HONG KONG OFFER SHARES AND/OR RESERVED SHARES**

You should note the following situations in which the Hong Kong Offer Shares and/or Reserved Shares will not be allotted to you:

**(i) If your application is revoked:**

By completing and submitting an Application Form or giving electronic application instructions to HKSCC or to the **White Form eIPO** Service Provider or the **Blue Form eIPO** Service Provider, you agree that your application or the application made by HKSCC Nominees on your behalf cannot be revoked on or before the fifth day after the time of the opening of the application lists (excluding for this purpose any day which is a Saturday, Sunday or public holiday in Hong Kong). This agreement will take effect as a collateral contract with our Company.

Your application or the application made by HKSCC Nominees on your behalf may only be revoked on or before such fifth day if a person responsible for this prospectus under section 40 of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (as applied by Section 342E of the Companies (Winding Up and Miscellaneous Provisions) Ordinance) gives a public notice under that section which excludes or limits that person’s responsibility for this prospectus.

If any supplement to this prospectus is issued, applicants who have already submitted an application will be notified that they are required to confirm their applications. If applicants have been so notified but have not confirmed their applications in accordance with the procedure to be notified, all unconfirmed applications will be deemed revoked.

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If your application or the application made by HKSCC Nominees on your behalf has been accepted, it cannot be revoked. For this purpose, acceptance of applications which are not rejected will be constituted by notification in the announcement of the results of allocation, and where such basis of allocation is subject to certain conditions or provides for allocation by ballot, such acceptance will be subject to the satisfaction of such conditions or results of the ballot respectively.

**(ii) If our Company or our agents exercise their discretion to reject your application:**

Our Company, the Joint Representatives, the **White Form eIPO** Service Provider, the **Blue Form eIPO** Service Provider and their respective agents and nominees have full discretion to reject or accept any application, or to accept only part of any application, without giving any reasons.

**(iii) If the allotment of Hong Kong Offer Shares and/or Reserved Shares is void:**

The allotment of Hong Kong Offer Shares and/or Reserved Shares will be void if the Listing Committee of the Stock Exchange does not grant permission to list our Shares either:

- within three weeks from the closing date of the application lists; or
- within a longer period of up to six weeks if the Listing Committee notifies our Company of that longer period within three weeks of the closing date of the application lists.

**(iv) If:**

- you make multiple applications or are suspected of making multiple applications (other than an application (if any) made on the **BLUE** Application Form or through the **Blue Form eIPO** service in your capacity as a Qualifying KWG Shareholder);
- you or the person for whose benefit you are applying have applied for or taken up, or indicated an interest for, or have been or will be placed or allocated (including conditionally and/or provisionally) Hong Kong Offer Shares and International Offer Shares (excepted in respect of Reserved Shares applied for pursuant to the Preferential Offering);
- your Application Form is not completed in accordance with the stated instructions;
- your **electronic application instructions** through the **White Form eIPO** service/**Blue Form eIPO** service are not completed in accordance with the instructions, terms and conditions on the designated website at [www.eipo.com.hk](http://www.eipo.com.hk);
- your payment is not made correctly or the cheque or banker's cashier order paid by you is dishonored upon its first presentation;
- the Underwriting Agreements do not become unconditional or are terminated;
- our Company or the Joint Representatives believes or believe that by accepting your application, it or they would violate applicable securities or other laws, rules or regulations; or



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- your application is for more than 50% of the Hong Kong Offer Shares initially offered under the Hong Kong Public Offering.

### I. REFUND OF APPLICATION MONIES

If an application is rejected, not accepted or accepted in part only, or if the Offer Price as finally determined is less than the maximum offer price of HK\$8.13 per Offer Share (excluding brokerage, SFC transaction levy and the Stock Exchange trading fee thereon), or if the conditions of the Hong Kong Public Offering are not fulfilled in accordance with “Structure of the Global Offering — Conditions of the Global Offering” in this prospectus or if any application is revoked, the application monies, or the appropriate portion thereof, together with the related brokerage, SFC transaction levy and the Stock Exchange trading fee, will be refunded, without interest or the cheque or banker’s cashier order will not be cleared.

Any refund of your application monies will be made on or before Thursday, October 29, 2020.

### J. DESPATCH/COLLECTION OF SHARE CERTIFICATES AND REFUND MONIES

You will receive one share certificate for all Hong Kong Offer Shares allotted to you under the Hong Kong Public Offering (except pursuant to applications made on **YELLOW** Application Forms or by **electronic application instructions** to HKSCC via CCASS where the share certificates will be deposited into CCASS as described below).

No temporary document of title will be issued in respect of the Shares. No receipt will be issued for sums paid on application. If you apply by **WHITE** or **YELLOW** or **BLUE** Application Form, subject to personal collection as mentioned below, the following will be sent to you (or, in the case of joint applicants, to the first-named applicant) by ordinary post, at your own risk, to the address specified on the Application Form:

- share certificate(s) for all the Hong Kong Offer Shares allotted to you (for **YELLOW** Application Forms, share certificates will be deposited into CCASS as described below); and
- refund cheque(s) crossed “Account Payee Only” in favor of the applicant (or, in the case of joint applicants, the first-named applicant) for (i) all or the surplus application monies for the Hong Kong Offer Shares and/or Reserved Shares, wholly or partially unsuccessfully applied for; and/or (ii) the difference between the Offer Price and the maximum Offer Price per Offer Share paid on application in the event that the Offer Price is less than the maximum Offer Price (including brokerage, SFC transaction levy and the Stock Exchange trading fee but without interest). Part of the Hong Kong identity card number/passport number, provided by you or the first-named applicant (if you are joint applicants), may be printed on your refund cheque, if any. Your banker may require verification of your Hong Kong identity card number/passport number before encashment of your refund cheque(s). Inaccurate completion of your Hong Kong identity card number/passport number may invalidate or delay encashment of your refund cheque(s).

Subject to arrangement on despatch/collection of share certificates and refund monies as mentioned below, any refund cheques and share certificates are expected to be posted on or before Thursday, October 29, 2020. The right is reserved to retain any share certificate(s) and any surplus application monies pending clearance of cheque(s) or banker’s cashier’s order(s).

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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Share certificates will only become valid at 8:00 a.m. on Friday, October 30, 2020 provided that the Global Offering has become unconditional and the right of termination described in the “Underwriting” section in this prospectus has not been exercised. Investors who trade shares prior to the receipt of share certificates or the share certificates becoming valid do so at their own risk.

### **Personal Collection**

#### ***(i) If you apply using a WHITE Application Form or BLUE Application Form***

If you apply for (i) 1,000,000 or more Hong Kong Offer Shares on a **WHITE** Application Form or (ii) 1,000,000 or more Reserved Shares on a **BLUE** Application Form and have provided all information required by your Application Form, you may collect your refund cheque(s) and/or share certificate(s) from Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, October 29, 2020 or such other date as notified by us in the newspapers.

If you are an individual who is eligible for personal collection, you must not authorize any other person to collect for you. If you are a corporate applicant who is eligible for personal collection, your authorized representative must bear a letter of authorization from your corporation stamped with your corporation’s chop. Both individuals and authorized representatives must produce, at the time of collection, evidence of identity acceptable to the Hong Kong Share Registrar.

If you do not collect your refund cheque(s) and/or share certificate(s) personally within the time specified for collection, they will be despatched promptly to the address specified in your Application Form by ordinary post at your own risk.

If you apply for (i) less than 1,000,000 Hong Kong Offer Shares on a **WHITE** Application Form or (ii) less than 1,000,000 Reserved Shares on a **BLUE** Application Form, your refund cheque(s) and/or share certificate(s) will be sent to the address on the relevant Application Form on or before Thursday, October 29, 2020, by ordinary post and at your own risk.

#### ***(ii) If you apply using a YELLOW Application Form***

If you apply for 1,000,000 or more Hong Kong Offer Shares, please follow the same instructions as described above for collecting refund cheque(s). If you have applied for less than 1,000,000 Hong Kong Offer Shares, your refund cheque(s) will be sent to the address on the relevant Application Form on or before Thursday, October 29, 2020, by ordinary post and at your own risk.

If you apply by using a **YELLOW** Application Form and your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for credit to your or the designated CCASS Participant’s stock account as stated in your Application Form on Thursday, October 29, 2020, or upon contingency, on any other date determined by HKSCC or HKSCC Nominees.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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- *If you apply through a designated CCASS participant (other than a CCASS investor participant)*

For Hong Kong Offer Shares credited to your designated CCASS Participant's stock account (other than CCASS Investor Participant), you can check the number of Hong Kong Offer Shares allotted to you with that CCASS participant.

- *If you are applying as a CCASS investor participant*

Our Company will publish the results of CCASS Investor Participants' applications together with the results of the Hong Kong Public Offering in the manner described in "— G. Publication of Results" above. You should check the announcement published by our Company and report any discrepancies to HKSCC before 5:00 p.m. on Thursday, October 29, 2020 or any other date as determined by HKSCC or HKSCC Nominees. Immediately after the credit of the Hong Kong Offer Shares to your stock account, you can check your new account balance via the CCASS Phone System and CCASS Internet System.

### *(iii) If you apply through the White Form eIPO Service or the Blue Form eIPO Service*

If you apply for 1,000,000 or more Hong Kong Offer Shares through the **White Form eIPO** service, or 1,000,000 or more Reserved Shares through the **Blue Form eIPO** service and your application is wholly or partially successful, you may collect your Share certificate(s) from Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, from 9:00 a.m. to 1:00 p.m. on Thursday, October 29, 2020, or such other date as notified by our Company in the newspapers as the date of despatch/collection of Share certificates/e-Refund payment instructions/refund cheques.

If you do not collect your Share certificate(s) personally within the time specified for collection, they will be sent to the address specified in your application instructions by ordinary post at your own risk.

If you apply for less than 1,000,000 Hong Kong Offer Shares through the **White Form eIPO** service or less than 1,000,000 Reserved Shares through the **Blue Form eIPO** service, your Share certificate(s) (where applicable) will be sent to the address specified in your application instructions on or before Thursday, October 29, 2020 by ordinary post at your own risk.

If you apply and pay the application monies from a single bank account, any refund monies will be despatched to that bank account in the form of e-Refund payment instructions. If you apply and pay the application monies from multiple bank accounts, any refund monies will be despatched to the address as specified in your application instructions in the form of refund cheque(s) on or before Thursday, October 29, 2020 by ordinary post at your own risk.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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*(iv) If you apply via Electronic Application Instructions to HKSCC*

*Allocation of Hong Kong Offer Shares*

For the purposes of allocating Hong Kong Offer Shares, HKSCC Nominees will not be treated as an applicant. Instead, each CCASS Participant who gives **electronic application instructions** or each person for whose benefit instructions are given will be treated as an applicant.

*Deposit of Share Certificates into CCASS and Refund of Application Monies*

- If your application is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees and deposited into CCASS for the credit of your designated CCASS Participant's stock account or your CCASS Investor Participant stock account on Thursday, October 29, 2020, or, on any other date determined by HKSCC or HKSCC Nominees.
- Our Company expects to publish the application results of CCASS Participants (and where the CCASS Participant is a broker or custodian, our Company will include information relating to the relevant beneficial owner), your Hong Kong identity card number/passport number or other identification code (Hong Kong business registration number for corporations) and the basis of allotment of the Hong Kong Public Offering in the manner specified in “— G. Publication of Results” above on Thursday, October 29, 2020. You should check the announcement published by our Company and report any discrepancies to HKSCC before 5:00 p.m. on Thursday, October 29, 2020 or such other date as determined by HKSCC or HKSCC Nominees.
- If you have instructed your broker or custodian to give **electronic application instructions** on your behalf, you can also check the number of Hong Kong Offer Shares allotted to you and the amount of refund monies (if any) payable to you with that broker or custodian.
- If you have applied as a CCASS Investor Participant, you can also check the number of Hong Kong Offer Shares allotted to you and the amount of refund monies (if any) payable to you via the CCASS Phone System and the CCASS Internet System (under the procedures contained in HKSCC's “An Operating Guide for Investor Participants” in effect from time to time) on Thursday, October 29, 2020. Immediately following the credit of the Hong Kong Offer Shares to your stock account and the credit of refund monies to your bank account, HKSCC will also make available to you an activity statement showing the number of Hong Kong Offer Shares credited to your CCASS Investor Participant stock account and the amount of refund monies (if any) credited to your designated bank account.
- Refund of your application monies (if any) in respect of wholly and partially unsuccessful applications and/or difference between the Offer Price and the maximum Offer Price per Offer Share initially paid on application (including brokerage, SFC transaction levy and the Stock Exchange trading fee but without interest) will be credited to your designated bank account or the designated bank account of your broker or custodian on Thursday, October 29, 2020.

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## HOW TO APPLY FOR HONG KONG OFFER SHARES AND RESERVED SHARES

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### **K. COMMENCEMENT OF DEALING IN THE SHARES**

Dealings in the Shares on the Stock Exchange are expected to commence from 9:00 a.m. on Friday, October 30, 2020. The Shares will be traded in board lots of 1,000 each. The stock code of the Shares is 3913.

### **L. ADMISSION OF THE SHARES INTO CCASS**

If the Stock Exchange grants the listing of, and permission to deal in, our Shares and we comply with the stock admission requirements of HKSCC, our Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date or any other date as determined by HKSCC chooses. Settlement of transactions between Exchange Participants (as defined in the Listing Rules) is required to take place in CCASS on the second Business Day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Investors should seek the advice of their stockbroker or other professional adviser for details of the settlement arrangement as such arrangements may affect their rights and interests.

All necessary arrangements have been made enabling the Shares to be admitted into CCASS.

*The following is the text of a report received from the Company's reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, for the purpose of inclusion in this prospectus.*



22/F, CITIC Tower  
1 Tim Mei Avenue  
Central, Hong Kong

The Directors  
KWG Living Group Holdings Limited  
ABCI Capital Limited  
Huatai Financial Holdings (Hong Kong) Limited

Dear Sirs,

We report on the historical financial information of KWG Living Group Holdings Limited (the “Company”) and its subsidiaries (together, the “Group”) set out on pages I-4 to I-71, which comprises the combined statements of profit or loss, statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group for each of the years ended 31 December 2017, 2018 and 2019 and the four months ended 30 April 2020 (the “Relevant Periods”), the combined statements of financial position of the Group as at 31 December 2017, 2018 and 2019 and 30 April 2020, and the statements of financial position of the Company as at 31 December 2019 and 30 April 2020 and a summary of significant accounting policies and other explanatory information (together, the “Historical Financial Information”). The Historical Financial Information set out on pages I-4 to I-71 forms an integral part of this report, which has been prepared for inclusion in the prospectus of the Company dated 19 October 2020 (the “Prospectus”) in connection with the initial listing of the shares of the Company on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

#### **Directors' responsibility for the Historical Financial Information**

The directors of the Company are responsible for the preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively, and for such internal control as the directors determine is necessary to enable the preparation of the Historical Financial Information that is free from material misstatement, whether due to fraud or error.

#### **Reporting accountants' responsibility**

Our responsibility is to express an opinion on the Historical Financial Information and to report our opinion to you. We conducted our work in accordance with Hong Kong Standard on Investment Circular Reporting Engagements 200 *Accountants' Reports on Historical Financial Information in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). This standard requires that we comply with ethical standards and plan and perform our work to obtain reasonable assurance about whether the Historical Financial Information is free from material misstatement.

Our work involved performing procedures to obtain evidence about the amounts and disclosures in the Historical Financial Information. The procedures selected depend on the reporting accountants' judgement, including the assessment of risks of material misstatement of the

Historical Financial Information, whether due to fraud or error. In making those risk assessments, the reporting accountants consider internal control relevant to the entity's preparation of the Historical Financial Information that gives a true and fair view in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively, in order to design procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Our work also included evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the Historical Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### **Opinion**

In our opinion, the Historical Financial Information gives, for the purposes of the accountants' report, a true and fair view of the financial position of the Group as at 31 December 2017, 2018 and 2019 and 30 April 2020, and the financial position of the Company as at 31 December 2019 and 30 April 2020, and of the financial performance and cash flows of the Group for each of the Relevant Periods in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively.

### **Review of interim comparative financial information**

We have reviewed the interim comparative financial information of the Group which comprises the combined statement of profit or loss, statement of comprehensive income, statement of changes in equity and statement of cash flows for the four months ended 30 April 2019 and other explanatory information (the "Interim Comparative Financial Information"). The directors of the Company are responsible for the preparation and presentation of the Interim Comparative Financial Information in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively. Our responsibility is to express a conclusion on the Interim Comparative Financial Information based on our review. We conducted our review in accordance with Hong Kong Standard on Review Engagements 2410 *Review of Interim Financial Information Performed by the Independent Auditor of the Entity* issued by the HKICPA. A review consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Hong Kong Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion. Based on our review, nothing has come to our attention that causes us to believe that the Interim Comparative Financial Information, for the purposes of the accountants' report, is not prepared, in all material respects, in accordance with the basis of presentation and the basis of preparation set out in notes 2.1 and 2.2 to the Historical Financial Information, respectively.

### **Report on matters under the Rules Governing the Listing of Securities on the Stock Exchange and the Companies (Winding Up and Miscellaneous Provisions) Ordinance**

#### **Adjustments**

In preparing the Historical Financial Information, no adjustments to the Underlying Financial Statements as defined on page I-4 have been made.



**Dividends**

We refer to note 11 to the Historical Financial Information which states that no dividends have been paid by the Company in respect of the Relevant Periods.

**No historical financial statements for the Company**

As at the date of this report, no statutory financial statements have been prepared for the Company since its date of incorporation.

Yours faithfully,

**Ernst & Young**  
*Certified Public Accountants*  
Hong Kong  
19 October 2020

**I HISTORICAL FINANCIAL INFORMATION****Preparation of Historical Financial Information**

Set out below is the Historical Financial Information which forms an integral part of this accountants' report.

The financial statements of the Group for the Relevant Periods, on which the Historical Financial Information is based, were audited by Ernst & Young in accordance with Hong Kong Standards on Auditing issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") (the "Underlying Financial Statements").

The Historical Financial Information is presented in Renminbi ("RMB") and all values are rounded to the nearest thousand (RMB'000) except when otherwise indicated.

## COMBINED STATEMENTS OF PROFIT OR LOSS

	Section II Notes	Year ended 31 December			Four months ended 30 April	
		2017	2018	2019	2019	2020
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
						(Unaudited)
REVENUE	5	463,381	659,136	1,124,878	305,517	427,634
Cost of sales		<u>(359,111)</u>	<u>(476,175)</u>	<u>(705,050)</u>	<u>(201,205)</u>	<u>(259,916)</u>
Gross profit		104,270	182,961	419,828	104,312	167,718
Other income and gains	5	1,984	2,475	5,180	795	3,336
Selling and distribution expenses		(476)	(499)	(921)	(149)	(312)
Administrative expenses		(45,267)	(75,178)	(164,424)	(47,948)	(65,503)
Other expenses, net		(2,726)	(4,456)	(10,647)	(5,124)	(3,858)
Finance costs	7	(186)	(199)	(351)	(125)	(112)
Share of profit/(loss) of an associate	17	<u>—</u>	<u>(796)</u>	<u>1,939</u>	<u>34</u>	<u>767</u>
PROFIT BEFORE TAX	6	57,599	104,308	250,604	51,795	102,036
Income tax expense	10	<u>(13,451)</u>	<u>(24,626)</u>	<u>(65,617)</u>	<u>(13,036)</u>	<u>(25,444)</u>
PROFIT FOR THE YEAR/PERIOD		<u>44,148</u>	<u>79,682</u>	<u>184,987</u>	<u>38,759</u>	<u>76,592</u>
Attributable to:						
Owners of the parent		44,148	79,682	184,887	38,650	76,170
Non-controlling interests		<u>—</u>	<u>—</u>	<u>100</u>	<u>109</u>	<u>422</u>
		<u>44,148</u>	<u>79,682</u>	<u>184,987</u>	<u>38,759</u>	<u>76,592</u>
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT						
Basic and diluted	12	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

## COMBINED STATEMENTS OF COMPREHENSIVE INCOME

	Year ended 31 December			Four months ended 30 April	
	2017 RMB'000	2018 RMB'000	2019 RMB'000	2019 RMB'000 (Unaudited)	2020 RMB'000
PROFIT FOR THE YEAR/PERIOD	44,148	79,682	184,987	38,759	76,592
OTHER COMPREHENSIVE LOSS					
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:					
Exchange differences on translation of foreign operations	—	—	(122)	(10)	(43)
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods	—	—	(122)	(10)	(43)
Other comprehensive loss that will not be reclassified to profit or loss in subsequent periods:					
Exchange differences on translation of the Company	—	—	(1)	—	(2)
Net other comprehensive loss that will not be reclassified to profit or loss in subsequent periods	—	—	(1)	—	(2)
OTHER COMPREHENSIVE LOSS FOR THE YEAR/PERIOD	—	—	(123)	(10)	(45)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR/PERIOD	<u>44,148</u>	<u>79,682</u>	<u>184,864</u>	<u>38,749</u>	<u>76,547</u>
Attributable to:					
Owners of the parent	44,148	79,682	184,764	38,640	76,125
Non-controlling interests	—	—	100	109	422
	<u>44,148</u>	<u>79,682</u>	<u>184,864</u>	<u>38,749</u>	<u>76,547</u>

## COMBINED STATEMENTS OF FINANCIAL POSITION

	Section II Notes	As at 31 December			As at 30
		2017	2018	2019	April
		RMB'000	RMB'000	RMB'000	2020
				RMB'000	
<b>NON-CURRENT ASSETS</b>					
Property, plant and equipment	13	2,875	3,862	5,016	4,699
Right-of-use assets	14	3,617	4,311	8,211	8,733
Goodwill	15	—	—	134,718	134,718
Other intangible assets	16	—	1,817	81,807	74,433
Investment in an associate	17	—	4,104	6,043	6,810
Deferred tax assets	18	9,408	11,715	18,957	19,460
Other non-current assets		—	—	192	190
Total non-current assets		15,900	25,809	254,944	249,043
<b>CURRENT ASSETS</b>					
Trade receivables	19	215,185	326,765	567,272	707,019
Prepayments, other receivables and other assets	20	684,236	657,709	704,553	708,350
Restricted cash	21	28,976	30,077	18,652	16,281
Cash and cash equivalents	21	253,505	175,990	416,765	423,466
Total current assets		1,181,902	1,190,541	1,707,242	1,855,116
<b>CURRENT LIABILITIES</b>					
Trade payables	22	98,501	127,807	176,533	176,174
Other payables and accruals	23	907,703	811,205	1,208,991	1,303,718
Contract liabilities	5	52,001	54,062	76,960	93,706
Lease liabilities	14	1,319	1,999	3,279	3,459
Tax payable		15,091	18,470	72,004	62,032
Total current liabilities		1,074,615	1,013,543	1,537,767	1,639,089
NET CURRENT ASSETS		107,287	176,998	169,475	216,027
TOTAL ASSETS LESS CURRENT LIABILITIES		123,187	202,807	424,419	465,070
<b>NON-CURRENT LIABILITIES</b>					
Lease liabilities	14	2,146	1,910	4,727	5,015
Deferred tax liabilities	18	904	1,078	22,264	20,630
Total non-current liabilities		3,050	2,988	26,991	25,645
Net assets		120,137	199,819	397,428	439,425
<b>EQUITY</b>					
Share capital	24	—	—	—*	—*
Reserves	25	120,137	199,819	384,583	426,158
Equity attributable to owners of the parent		120,137	199,819	384,583	426,158
Non-controlling interests		—	—	12,845	13,267
Total equity		120,137	199,819	397,428	439,425

\* The amount is less than RMB1,000.

## COMBINED STATEMENTS OF CHANGES IN EQUITY

## Year ended 31 December 2017

	Attributable to owners of the Parent					Non-controlling interests	Total equity	
	Share capital	Merger reserve*	Statutory surplus funds*	Exchange reserve*	Retained profits*			Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000			RMB'000
		Note 25(a)	Note 25(b)					
At 1 January 2017	—	7,000	3,514	—	65,475	75,989	75,989	
Profit for the year	—	—	—	—	44,148	44,148	44,148	
Transfer to statutory surplus funds	—	—	431	—	(431)	—	—	
At 31 December 2017	—	7,000	3,945	—	109,192	120,137	120,137	

## Year ended 31 December 2018

	Attributable to owners of the Parent					Non-controlling interests	Total equity	
	Share capital	Merger reserve*	Statutory surplus funds*	Exchange reserve*	Retained profits*			Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000			RMB'000
		Note 25(a)	Note 25(b)					
At 1 January 2018	—	7,000	3,945	—	109,192	120,137	120,137	
Profit for the year	—	—	—	—	79,682	79,682	79,682	
Transfer to statutory surplus funds	—	—	1,598	—	(1,598)	—	—	
At 31 December 2018	—	7,000	5,543	—	187,276	199,819	199,819	

## Year ended 31 December 2019

	Attributable to owners of the Parent					Total	Non-controlling interests	Total equity
	Share capital	Merger reserve*	Statutory surplus funds*	Exchange reserve*	Retained profits*			
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000			
		Note 25(a)	Note 25(b)					
At 1 January 2019	—	7,000	5,543	—	187,276	199,819	—	199,819
Profit for the year	—	—	—	—	184,887	184,887	100	184,987
Other comprehensive loss for the year:								
Exchange differences on translation into presentation currency	—	—	—	(123)	—	(123)	—	(123)
Total comprehensive income/(loss) for the year	—	—	—	(123)	184,887	184,764	100	184,864
Acquisition of subsidiaries (note 26)	—	—	—	—	—	—	13,078	13,078
Transfer to statutory surplus funds	—	—	4,638	—	(4,638)	—	—	—
Dividends paid to non-controlling shareholders of a subsidiary	—	—	—	—	—	—	(333)	(333)
At 31 December 2019	—	7,000	10,181	(123)	367,525	384,583	12,845	397,428



## Four months ended 30 April 2020

	Attributable to owners of the Parent						Non-controlling interests	Total equity	
	Share capital	Merger reserve*	Capital reserve*	Statutory surplus funds*	Exchange reserve*	Retained profits*			Total
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000			RMB'000
		Note 25(a)		Note 25(b)					
At 1 January 2020	—	7,000	—	10,181	(123)	367,525	384,583	12,845	397,428
Profit for the period	—	—	—	—	—	76,170	76,170	422	76,592
Other comprehensive loss for the period:									
Exchange differences on translation into presentation currency	—	—	—	—	(45)	—	(45)	—	(45)
Total comprehensive income/(loss) for the period	—	—	—	—	(45)	76,170	76,125	422	76,547
Deemed distribution arising from Reorganization (note 25(a))	—	(7,000)	(27,550)	—	—	—	(34,550)	—	(34,550)
Transfer to statutory surplus funds	—	—	—	8,252	—	(8,252)	—	—	—
At 30 April 2020	—	—	(27,550)	18,433	(168)	435,443	426,158	13,267	439,425

## Four months ended 30 April 2019

	Attributable to owners of the Parent						Non-controlling interests	Total equity
	Share capital	Merger reserve*	Statutory surplus funds*	Exchange reserve*	Retained profits*	Total		
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000		
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
		Note 25(a)	Note 25(b)					
At 1 January 2019	—	7,000	5,543	—	187,276	199,819	—	199,819
Profit for the period	—	—	—	—	38,650	38,650	109	38,759
Other comprehensive loss for the period:								
Exchange differences on translation into presentation currency	—	—	—	(10)	—	(10)	—	(10)
Total comprehensive income/(loss) for the period	—	—	—	(10)	38,650	38,640	109	38,749
Acquisition of subsidiaries (note 26)	—	—	—	—	—	—	13,078	13,078
Transfer to statutory surplus funds	—	—	1,208	—	(1,208)	—	—	—
At 30 April 2019	—	7,000	6,751	(10)	224,718	238,459	13,187	251,646

\* These reserve accounts comprised the reserves of RMB120,137,000, RMB199,819,000, RMB384,583,000 and RMB426,158,000 in the combined statements of financial position as at 31 December 2017, 2018, 2019 and 30 April 2020, respectively.

## COMBINED STATEMENTS OF CASH FLOWS

	<i>Section II Notes</i>	Year ended 31 December			Four months ended 30 April	
		2017	2018	2019	2019	2020
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
						(Unaudited)
CASH FLOWS FROM OPERATING ACTIVITIES						
Profit before tax		57,599	104,308	250,604	51,795	102,036
Adjustments for:						
Finance costs	7	186	199	351	125	112
Share of (profit)/loss of an associate	17	—	796	(1,939)	(34)	(767)
Bank interest income	5	(977)	(1,146)	(1,410)	(321)	(569)
(Gain)/loss on disposal of items of property, plant and equipment, net	6	(171)	—	(198)	(106)	110
Depreciation of property, plant and equipment	6	1,112	1,310	1,687	468	665
Depreciation of right-of-use assets	6	1,110	2,233	3,381	965	1,573
Amortisation of other intangible assets	6	—	909	20,326	5,599	7,374
Impairment losses on financial assets	6	2,583	3,536	8,164	4,425	2,862
		61,442	112,145	280,966	62,916	113,396
Increase in trade receivables		(91,415)	(114,090)	(233,439)	(84,267)	(141,681)
Decrease/(increase) in prepayments, other receivables and other assets		(253,734)	(274,533)	(16,148)	30,627	117,841
Decrease in other non-current assets		39	—	57	16	2
Decrease/(increase) in restricted cash		(28,473)	(1,101)	11,425	1,256	2,371
Increase/(decrease) in trade payables		42,084	29,306	46,479	(4,879)	(359)
Increase/(decrease) in other payables and accruals		329,326	338,965	171,942	3,563	(43,506)
Increase in contract liabilities		5,421	2,061	20,620	13,946	16,746
Cash generated from operations		64,690	92,753	281,902	23,178	64,810
Interest received		977	1,146	1,410	321	569
Interest paid		(186)	(199)	(351)	(125)	(112)
Income tax paid		(4,470)	(23,380)	(23,556)	(9,710)	(37,553)
Net cash flows from operating activities		61,011	70,320	259,405	13,664	27,714

	Section II Notes	Year ended 31 December			Four months ended 30 April	
		2017	2018	2019	2019	2020
		RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
CASH FLOWS FROM INVESTING ACTIVITIES						
Purchase of items of property, plant and equipment		(1,855)	(2,596)	(1,612)	(570)	(708)
Purchase of items of other intangible assets		—	(2,890)	—	—	—
Proceeds from disposal of items of property, plant and equipment		204	—	209	106	169
Cash advances made to related parties		(223,510)	(35,000)	(34,651)	(26,650)	(124,824)
Repayment from related parties		28,900	334,345	14,000	9,000	2,100
Acquisition of subsidiaries	26	—	—	7,107	7,107	—
Capital injection in an associate		—	(4,900)	—	—	—
Net cash flows from/(used in) investing activities		<u>(196,261)</u>	<u>288,959</u>	<u>(14,947)</u>	<u>(11,007)</u>	<u>(123,263)</u>
CASH FLOWS FROM FINANCING ACTIVITIES						
Principal portion of lease payments	14	(993)	(1,794)	(2,939)	(740)	(1,471)
Cash advances from related parties		28,500	3,000	5,089	2,000	103,721
Repayment of cash advances to related parties		—	(438,000)	(5,500)	(5,500)	—
Dividends paid to non-controlling shareholders of a subsidiary		—	—	(333)	—	—
Net cash flows from/(used in) financing activities		<u>27,507</u>	<u>(436,794)</u>	<u>(3,683)</u>	<u>(4,240)</u>	<u>102,250</u>
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS						
Cash and cash equivalents at beginning of the year/period		<u>361,248</u>	<u>253,505</u>	<u>175,990</u>	<u>175,990</u>	<u>416,765</u>
CASH AND CASH EQUIVALENTS AT END OF YEAR/PERIOD		<u>253,505</u>	<u>175,990</u>	<u>416,765</u>	<u>174,407</u>	<u>423,466</u>
ANALYSIS OF CASH AND CASH EQUIVALENTS						
Cash and bank balances		<u>253,505</u>	<u>175,990</u>	<u>416,765</u>	<u>174,407</u>	<u>423,466</u>
Cash and cash equivalents as stated in the combined statements of financial position and statements of cash flows		<u>253,505</u>	<u>175,990</u>	<u>416,765</u>	<u>174,407</u>	<u>423,466</u>

## STATEMENTS OF FINANCIAL POSITION

	<i>Section II</i>	As at	As at
	<i>Note</i>	31 December	30 April
		2019	2020
		<i>RMB'000</i>	<i>RMB'000</i>
NON-CURRENT ASSET			
Investment in a subsidiary		—*	—*
Total non-current asset		—*	—*
CURRENT LIABILITIES			
Other payables		83	120
Total current liabilities		83	120
NET CURRENT LIABILITIES		(83)	(120)
TOTAL ASSET LESS CURRENT LIABILITIES		(83)	(120)
Net liabilities		<u>(83)</u>	<u>(120)</u>
EQUITY			
Share capital	24	—*	—*
Reserves		(83)	(120)
Deficiency in asset		<u>(83)</u>	<u>(120)</u>

\* The amount is less than RMB1,000.

## II NOTES TO THE HISTORICAL FINANCIAL INFORMATION

### 1. CORPORATE INFORMATION

KWG Living Group Holdings Limited (the “Company”) is a limited liability company incorporated in the Cayman Islands on 11 September 2019. Its registered address is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The Company is an investment holding company. During the Relevant Periods, the Company’s subsidiaries were involved in the provision of residential property management services and commercial property management and operational services in the People’s Republic of China (the “PRC”).

In the opinion of the Company’s directors, the ultimate holding company of the Company is Plus Earn Consultants Limited (the “Ultimate Holding Company”), which was incorporated in the British Virgin Islands (“BVI”) and it is the immediate and ultimate holding company of KWG Group Holdings Limited (“KWG Holdings”), a company established in the Cayman Islands with its shares listed on the Stock Exchange.

The Company and its subsidiaries now comprising the Group underwent the Reorganization as set out in the paragraph headed “Reorganization” in the section headed “History, reorganization and corporate structure” in the Prospectus. Apart from the Reorganization, the Company has not commenced any business or operation since its incorporation.

Certain commercial property management and operational services are also operated by the business units of certain subsidiaries of KWG Holdings not comprising the Group (the “Commercial Business Units”). These Commercial Business Units did not exist as a legal or statutory entity. As at the date of this report, the commercial property management and operation business of the Commercial Business Units had been transferred to the Group (the “Business Transfer”).

As at the date of this report, the Company had direct and indirect interests in its subsidiaries, all of which are private limited liability companies (or, if incorporated outside Hong Kong, have substantially similar characteristics to a private company incorporated in Hong Kong), the particulars of which are set out below:

Name	Notes	Place and date of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
				Direct	Indirect	
Robust Profit Enterprises Limited	(1)	BVI 2 July 2019	US\$50,000	100	—	Investment holding
Forever Fame Enterprises Limited	(1)	BVI 30 July 2019	US\$50,000	—	100	Investment holding
Ever Thriving Developments Limited	(1)	BVI 29 October 2018	US\$1	—	100	Investment holding
Gorgeous Chance Development Limited	(2)	Hong Kong 20 July 2018	HK\$1	—	100	Investment holding
KWG Living Group (Hong Kong) Company Limited	(3)	Hong Kong 12 September 2019	HK\$1	—	100	Investment holding

Name	Notes	Place and date of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
				Direct	Indirect	
Guangzhou Ningjun Property Management Company Limited <sup>#</sup>	(4)	PRC/Mainland China 13 May 2004	RMB70,000,000	—	100	Property Management
Guangdong Hejing Youhuo Holdings Group Co., Ltd. (“Hejing Youhuo”) <sup>#</sup>	(3)	PRC/Mainland China 17 October 2019	RMB50,000,000	—	100	Business services
Guangzhou Guanli Property Agency Company Limited. <sup>#</sup>	(5)	PRC/Mainland China 7 March 2019	RMB1,000,000	—	100	Real estate intermediary business
Guangzhou Liheng Commercial Management Company Limited. <sup>#</sup>	(3)	PRC/Mainland China 20 June 2019	RMB100,000,000	—	100	Commercial operational services
Meishan Jiangtianyue Property Management Co., Ltd. <sup>#</sup>	(3)	PRC/Mainland China 17 October 2019	RMB5,000,000	—	100	Property Management
Guangzhou Lijun Property Management Company, Limited. <sup>#</sup>	(3)	PRC/Mainland China 26 June 2019	RMB100,000,000	—	100	Property Management
Guangzhou Fuxin Property Management Co., Ltd. <sup>#</sup>	(6)	PRC/Mainland China 23 June 2003	RMB7,000,000	—	100	Property Management
Guangzhou Fuyu Property Management Services Company Limited. <sup>#</sup>	(3)	PRC/Mainland China 9 January 2019	RMB10,000,000	—	100	Property Management
Guangdong Gangyu Enterprise Management Co., Ltd. (“Gangyu Enterprise”) <sup>#</sup>	(7)	PRC/Mainland China 15 January 2019	RMB5,000,000	—	100	Business services

Name	Notes	Place and date of incorporation/ registration and place of operations	Nominal value of issued ordinary/ registered share capital	Percentage of equity attributable to the Company		Principal activities
				Direct	Indirect	
Guangzhou Yijia Chuangsheng Property Management Co., Ltd. ("Yijia Chuangsheng") <sup>#</sup>	(7)	PRC/Mainland China 13 July 2000	RMB20,000,000	—	100	Property Management
Foshan Xingyu Property Management Co., Ltd. ("Xingyu Property") <sup>#</sup>	(7)	PRC/Mainland China 3 December 2008	RMB500,000	—	60	Property Management

<sup>#</sup> The English names of all group companies registered in the PRC represent the best efforts made by the directors of the Company to translate the Chinese names of these companies as they do not have official English names.

<sup>^</sup> This entity is registered as a wholly-foreign-owned enterprise under the PRC law.

- (1) No audited financial statements have been prepared and issued for these entities as they are not subject to any statutory audit requirement under the relevant rules and regulations in their jurisdiction of incorporation.
- (2) This entity was established in 2018 and has not appointed an auditor to issue an audit report to the statutory financial statements for the years ended 31 December 2018 and 2019.
- (3) These entities were established in 2019 and have not appointed an auditor to issue an audit report to the statutory financial statements for the period from their dates of incorporation/establishment to 31 December 2019.
- (4) The statutory financial statements of this entity for the year ended 31 December 2017 prepared in accordance with PRC generally accepted accounting principles ("PRC GAAP") and regulations have been audited by Beijing Xinghua Certificated Public Accountants LLP. The statutory financial statements of the entity for the years ended 31 December 2018 and 2019 prepared in accordance with PRC GAAP and regulations have been audited by Guangdong Hongjian Accounting Firm Co., Ltd.
- (5) The statutory financial statements of this entity for the period from its date of incorporation to 31 December 2019 prepared in accordance with PRC GAAP and regulations have been audited by Beijing Zhongruicheng Accounting Firm Co., Ltd.
- (6) The statutory financial statements of this entity for the year ended 31 December 2017 prepared in accordance with PRC GAAP and regulations have been audited by Zhongtianyun Accounting Firm Co., Ltd. The statutory financial statements of this entity for the years ended 31 December 2018 and 2019 prepared in accordance with PRC GAAP and regulations have been audited by Guangdong Hongjian Accounting Firm Co., Ltd.
- (7) These entities were acquired by the Group in 2019. The statutory financial statements of these entities for the year ended 31 December 2019 prepared in accordance with PRC GAAP and regulations have been audited by Guangdong Hongjian Accounting Firm Co., Ltd.



## 2.1 BASIS OF PRESENTATION

Pursuant to the Reorganization, as more fully explained in the paragraph headed “Reorganization” in the section headed “History, reorganization and corporate structure” in the Prospectus, the Company became the holding company of the companies now comprising the Group on 5 March 2020. The companies now comprising the Group and the Commercial Business Units were under the common control of the Ultimate Holding Company before and after the Reorganization. Accordingly, for the purpose of this report, the Historical Financial Information has been prepared on a combined basis by applying the principles of merger accounting as if the Reorganization and Business Transfer had been completed at the beginning of the Relevant Periods.

The combined statements of profit or loss, statements of comprehensive income, statements of changes in equity and statements of cash flows of the Group for the Relevant Periods and the unaudited financial information of the Group for the four months ended 30 April 2019 include the results and cash flows of all companies now comprising the Group and the Commercial Business Units from the earliest date presented or since the date when the subsidiaries and the Commercial Business Units first came under the common control of the Ultimate Holding Company, where this is a shorter period. The combined statements of financial position of the Group as at 31 December 2017, 2018 and 2019 and 30 April 2020 have been prepared to present the assets and liabilities of the subsidiaries and the Commercial Business Units using the existing book values from the Ultimate Holding Company’s perspective. No adjustments are made to reflect fair values, or recognise any new assets or liabilities as a result of the Reorganization and Business Transfer.

Equity interests in subsidiaries held by parties other than the Ultimate Holding Company, and changes therein, prior to the Reorganization are presented as non-controlling interests in equity in applying the principles of merger accounting.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

All intra-group transactions and balances have been eliminated on combination.

## 2.2 BASIS OF PREPARATION

The Historical Financial Information has been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”, which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the HKICPA and accounting principles generally accepted in Hong Kong. All HKFRSs effective for the accounting period commencing from 1 January 2020, together with the relevant transitional provisions, have been adopted by the Group in the preparation of the Historical Financial Information throughout the Relevant Periods and the period covered by the Interim Comparative Financial Information. The Group also early adopted Amendment to HKFRS 16 *Covid-19-Related Rent Concessions* on 1 January 2020. The amendment did not have any financial impact to the Group during the four months ended 30 April 2020.

The Historical Financial Information has been prepared under the historical cost convention.

### 2.3 ISSUED BUT NOT YET EFFECTIVE HKFRSs

The Group has not applied the following new and revised HKFRSs, that have been issued but are not yet effective, in the Historical Financial Information.

HKFRS 17	<i>Insurance Contracts</i> <sup>1</sup>
Amendments to HKFRS 10 and HKAS 28 (2011)	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> <sup>2</sup>
Amendments to HKFRS 3	<i>Reference to the Conceptual Framework</i> <sup>3</sup>
Amendments to HKAS 16	<i>Property, Plant and Equipment: Proceeds before Intended Use</i> <sup>4</sup>
Amendments to HKAS 37	<i>Onerous Contracts — Cost of Fulfilling a Contract</i> <sup>4</sup>
<i>Annual Improvements to HKFRSs 2018–2020</i>	Amendments to HKFRS 1, HKFRS 9, Illustrative Examples accompanying HKFRS 16 and HKAS 41 <sup>4</sup>
Amendments to HKAS 1	<i>Classification of Liabilities as Current or Non-current</i> <sup>5</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2021

<sup>2</sup> No mandatory effective date yet determined but available for adoption

<sup>3</sup> Effective for business combinations for which the acquisition date is on or after the beginning of the first annual period beginning on or after 1 January 2022

<sup>4</sup> Effective for annual periods beginning on or after 1 January 2022

<sup>5</sup> Effective for annual periods beginning on or after 1 January 2023

The Group is in the process of making an assessment of the impact of these new and revised HKFRSs upon initial application. So far, the Group considers that, these new and revised HKFRSs are unlikely to have a significant impact on the Group's results of operations and financial position.

### 2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in preparation of the Historical Financial Information are set out as below. These policies have been consistently applied to all the Relevant Periods presented. HKFRS 9 *Financial Instruments* and HKFRS 15 *Revenue from Contracts with Customers* are effective for annual periods beginning on or after 1 January 2018 and HKFRS 16 *Leases* is effective for annual periods beginning on or after 1 January 2019, respectively, and earlier adoption is permitted. The Group has applied HKFRS 9, HKFRS 15 and HKFRS 16 consistently throughout the Relevant Periods.

#### Subsidiaries

A subsidiary is an entity (including a structured entity) directly or indirectly, controlled by the Company.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

When the Company has, directly or indirectly, less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. The results of subsidiaries are included in the Company's profit or loss to the extent of dividends received and receivable. The Company's investments in subsidiaries that are not classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are stated at cost less any impairment losses.

**Investment in an associate**

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it is in a position to exercise significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investment in an associate is stated in the combined statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist.

The Group's share of the post-acquisition results and other comprehensive income of an associate is included in the combined statement of profit or loss and combined other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of an associate, the Group recognises its share of any changes, when applicable, in the combined statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's investment in the associate, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of associate is included as part of the Group's investment in the associate.

**Business combinations other than those under common control and goodwill**

Business combinations are accounted for using the acquisition method. The consideration transferred is measured at the acquisition date fair value which is the sum of the acquisition date fair values of assets transferred by the Group, liabilities assumed by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of net assets in the event of liquidation at fair value or at the proportionate share of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at fair value. Acquisition-related costs are expensed as incurred.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts of the acquiree.

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

Any contingent consideration to be transferred by the acquirer is recognised at fair value at the acquisition date. Contingent consideration classified as an asset or liability is measured at fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured and subsequent settlement is accounted for within equity.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred, the amount recognised for non-controlling interests and any fair value of the Group's previously held equity interests in the acquiree over the identifiable net assets acquired and liabilities assumed. If the sum of this consideration and other items is lower than the fair value of the net assets acquired, the difference is, after reassessment, recognised in profit or loss as a gain on bargain purchase.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. Goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying value may be impaired. The Group performs its annual impairment test of goodwill as at 31 December. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units, or groups of cash-generating units, that are expected to benefit from the synergies of the combination, irrespective of whether other assets or liabilities of the Group are assigned to those units or groups of units.

Impairment is determined by assessing the recoverable amount of the cash-generating unit (group of cash-generating units) to which the goodwill relates. Where the recoverable amount of the cash-generating unit (group of cash-generating units) is less than the carrying amount, an impairment loss is recognised. An impairment loss recognised for goodwill is not reversed in a subsequent period.

Where goodwill has been allocated to a cash-generating unit (or group of cash-generating units) and part of the operation within that unit is disposed of, the goodwill associated with the operation disposed of is included in the carrying amount of the operation when determining the gain or loss on the disposal. Goodwill disposed of in these circumstances is measured based on the relative value of the operation disposed of and the portion of the cash-generating unit retained.

#### **Fair value measurement**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial information are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 — based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the financial information on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

#### **Impairment of non-financial assets**

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than deferred tax assets and financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the statement of profit or loss in the period in which it arises.

#### **Related parties**

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
  - (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same third party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a);
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
  - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

#### **Property, plant and equipment and depreciation**

Items of property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the statements of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on a straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings (excluding the right-of-use assets)	5% to 33%
Plant and machinery	9% to 33%
Furniture and office equipment	18% to 33%
Motor vehicles (excluding the right-of-use assets)	9% to 50%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year/period end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the statements of profit or loss in the year/period the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

#### **Intangible assets (other than goodwill)**

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year/period end.

Software is stated at cost less any impairment losses and is amortised on the straight-line basis over its estimated useful life of 3 years.

Property management contracts acquired in business combinations are recognised at fair value at the acquisition date and are amortised on the straight-line basis over their estimated useful lives of 2 years.

Customer relationships acquired in business combinations are recognised at fair value at the acquisition date and are amortised on the straight-line basis over their estimated useful lives of 10 years. The Group estimates the useful life of the customer relationships and determines the amortisation period with reference to its industry experience and taking into account the customer turnover history and expectation of the renewal pattern of property management contracts.

#### **Leases**

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### ***Group as a lessee***

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets. At inception or on reassessment of a contract that contains a lease

component and non-lease component(s), the Group adopts the practical expedient not to separate non-lease component(s) and to account for the lease component and the associated non-lease component(s) (e.g., property management services for leases of properties) as a single lease component.

*(a) Right-of-use assets*

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets (relate to the buildings and motor vehicles) are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Where applicable, the cost of a right-of-use asset also includes an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located. Right-of-use assets are depreciated and amortised on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Buildings	2 to 17 years
Motor vehicles	2 years

If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

*(b) Lease liabilities*

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for terminating a lease, if the lease term reflects the Group exercising the option to terminate. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

*(c) Short-term leases and leases of low-value assets*

The Group applies the short-term lease recognition exemption to its short-term leases of buildings (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). When the Group enters into a lease in respect of a low-value asset, the Group decides whether to capitalise the lease on a lease-by-lease basis. Lease payments on short-term leases and leases of low-value assets that are not capitalised are recognised as an expense on a straight-line basis over the lease term.

**Investments and other financial assets**

*Initial recognition and measurement*

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income ("OCI"), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value, plus in the



case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

#### ***Subsequent measurement***

The subsequent measurement of financial assets depends on their classification as follows:

##### *Financial assets at amortised cost (debt instruments)*

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the statement of profit or loss when the asset is derecognised, modified or impaired.

#### **Derecognition of financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's combined statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risk and rewards of ownership of the asset. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

**Impairment of financial assets**

The Group recognises an allowance for expected credit losses (“ECLs”) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

***General approach***

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12 months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

- Stage 1 — Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs
- Stage 2 — Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs
- Stage 3 — Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

***Simplified approach***

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECLs. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

**Financial liabilities*****Initial recognition and measurement***

All financial liabilities are recognised initially at fair value and, in the case of payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade payables and other payables.

#### ***Subsequent measurement***

The subsequent measurement of financial liabilities depends on their classification as follows:

##### *Financial liabilities at amortised cost*

After initial recognition, financial liabilities at amortised cost are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the statement of profit or loss.

#### **Derecognition of financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in profit or loss.

#### **Offsetting of financial instruments**

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

#### **Cash and cash equivalents**

For the purpose of the combined statement of cash flows, cash and cash equivalents comprise cash on hand and demand deposits, and short term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the combined statements of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

#### **Provisions**

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in profit or loss.

#### **Income tax**

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities for the current and prior year are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and an associate, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of deductible temporary differences associated with investments in subsidiaries and an associate, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of the reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### **Government grants**

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods in which the costs, for which it is intended to compensate, are expensed.

**Revenue recognition***Revenue from contracts with customers*

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer with a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

*Residential property management services*

The Group provides residential property management services, pre-sale management services and community value-added services related to the residential properties to property developers, property owners, property owners' associations or residents.

- (i) For residential property management services, the Group bills a fixed amount for services provided on a monthly or quarterly basis and recognises as revenue in the amount to which the Group has a right to invoice and that corresponds directly with the value of performance completed.
- (ii) Pre-sale management services mainly includes cleaning, security and maintenance services for pre-sale display units and sales offices to property developers at the pre-delivery stage. The Group agrees the price for each service with the property developers upfront, issues the monthly bill to the property developers which varies based on the actual level of service completed in that month, and recognises revenue in the amount to which the Group has a right to invoice and that corresponds directly with the value of performance completed.
- (iii) For community value-added services, such as resident services and property agency services to property developer, revenue is recognised when the related value-added services are rendered. Payment of the transaction is due immediately when the value-added services are rendered to the customer.

*Commercial property management and operational services*

The Group provides commercial property management services, pre-sale management services, commercial operational service and other value-added services related to the commercial properties, including office buildings and shopping malls, to property developers, owners of the commercial properties or tenants.

- (i) The Group enters into commercial property management service contracts with property owners or tenants, pursuant to which the Group provide commercial property management services including file management, cleaning, security and maintenance services.

For the provision of commercial property management services to property owners or tenants at the operation stage of the commercial properties, the Group recognised the fee received or receivable as its revenue over time in the period in which the customer simultaneously receives and consumes the benefits provided by the services performed by the Group and all the related management costs as its cost of services.

- (ii) The Group enters into pre-sale management services with property developers or owners of the commercial properties, pursuant to which the Group provides cleaning, security and maintenance services for pre-sale display units and sales offices at the pre-delivery stage. The Group agrees the price for each service with the customers upfront and issues the monthly bill to the customers which varies based on the actual level of service completed in that month.
- (iii) The Group enters into commercial operational service contracts with property developers or owners of office buildings and shopping malls, pursuant to which the Group provides the following services:
  - preliminary planning and consultancy services, tenant sourcing services, and marketing and promotion services to property owners during the preparation stage; and
  - commercial operational services during the operation stage, including tenant management services.

Revenue in respect of provision of preliminary planning and consultancy services, tenant sourcing services, and marketing and promotion services was recognised over the period of the contract by reference to the progress towards complete satisfaction of the performance obligation.

For commercial operational services during the operational stage, the Group bills a service fee based on net basis with respect to shopping malls or a profit mark-up on top of cost with respect to office building.

- (iv) The Group provides other value-added services mainly including car parks, advertising spaces and common area management services.

When the Group leases car parks from property developers, and operate the leased car parks, revenue is recognised when the related service are rendered. The Group bills a fixed amount for services provided on a monthly basis and recognises as revenue in the amount to which the Group has a right to invoice and that corresponds directly with the value of performance completed.

For property management services income from properties managed under lump sum basis, where the Group acts as principal and is primarily responsible for providing the property management services to the property owners, the Group recognises the fee received or receivable from property owners as its revenue and all related property management costs as its cost of services. For property management services income from properties managed under a commission basis, the Group recognises the revenue, which is calculated by a certain percentage of the total property management fee received or receivable from the properties units on behalf of the property owners, for arranging and monitoring the services as provided by other suppliers to the property owners.

#### *Other income*

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts through the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

#### **Contract liabilities**

A contract liability is recognised when a payment is received or a payment is due (whichever is earlier) from a customer before the Group transfers the related goods or services. Contract liabilities are recognised as revenue when the Group performs under the contract (i.e., transfers control of the related goods or services to the customer).

**Employee benefits***Pension scheme*

The employees of the Group's subsidiaries which operate in Mainland China are required to participate in a central pension scheme operated by the local municipal governments. These subsidiaries are required to contribute a certain portion of their payroll costs to the central pension scheme. The contributions are charged to profit or loss as they become payable in accordance with the rules of the central pension scheme.

**Foreign currencies**

The Historical Financial Information is presented in RMB. Each entity in the Group determines its own functional currency and items included in the financial information of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of each of the financial periods.

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss. These are recognised in OCI until the net investment is disposed of, at which time the cumulative amount is reclassified to the statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in OCI.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

The functional currency of the Company, and certain of its Hong Kong and overseas subsidiaries are Hong Kong dollar ("HKD"). As at the end of the reporting period, the assets and liabilities of these entities are translated into RMB at the exchange rates prevailing at the end of the reporting period and their profit or loss are translated into RMB at the weighted average exchange rates for the year. The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange reserve. On disposal of a foreign operation, the component of other comprehensive income relating to that particular foreign operation is recognised in profit or loss.

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the combined statement of cash flows, the cash flows of the Company, and its Hong Kong and overseas subsidiaries are translated into RMB at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of the Company and its overseas subsidiaries which arise throughout each of the Relevant Periods are translated into RMB at the weighted average exchange rates for each of the Relevant Periods.



### 3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Historical Financial Information requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

#### **Estimation uncertainty**

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of each of the Relevant Periods, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

#### ***Provision for expected credit losses on trade receivables and other receivables***

The Group uses a provision matrix to calculate ECLs for trade receivables and other receivables. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns (i.e. by customer type and rating).

The provision matrix is initially based on the Group's historical observed default rates. The Group will calibrate the matrix to adjust the historical credit loss experience with forward-looking information. For instance, if forecast economic conditions are expected to deteriorate over the next year which can lead to an increased number of defaults in the property development sector, the historical default rates are adjusted. At each reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed.

The assessment of the correlation among historical observed default rates, forecast economic conditions and ECLs is a significant estimate. The amount of ECLs is sensitive to changes in circumstances and forecast economic conditions. The Group's historical credit loss experience and forecast of economic conditions may also not be representative of a customer's actual default in the future. The information about the ECLs on the Group's trade receivables and other receivables is disclosed in notes 19, 20 and 32 to the Historical Financial Information.

#### ***Impairment of goodwill***

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. Further details are given in note 15 to the Historical Financial Information.

#### ***Impairment of non-financial assets (other than goodwill)***

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

## 4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into two reportable operating segments as below:

- (a) Residential property management services; and
- (b) Commercial property management and operational services

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resources allocation and performance assessment. Segment performance is evaluated based on reportable segment profit, which is a measure of adjusted profit before tax. The adjusted profit before tax is measured consistently with the Group's profit before tax except that certain cost of sales and administrative expenses, other income and gains, other expenses and losses, finance costs and income tax expense are excluded from such measurement.

The revenue from external customers reported to management is measured as segment revenue, which is the revenue derived from the customers in each segment.

No analysis of segment assets and segment liabilities is presented as these information are not regularly provided to the management for review.

The following is an analysis of the Group's revenue and results by operating and reportable segment:

	<b>Residential property management services</b>	<b>Commercial property management and operational services</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>Year ended 31 December 2017</b>			
<b>Segment revenue</b>	345,169	118,212	463,381
<b>Segment result</b>	34,326	28,608	62,934
<i>Reconciliation:</i>			
Unallocated operating costs			(4,407)
Other income and gains			1,984
Other expenses			(2,726)
Finance costs			(186)
Profit before tax			57,599
Income tax			(13,451)
Profit for the year			<u>44,148</u>
<b>Other segment information</b>			
Depreciation of property, plant and equipment	972	140	1,112
Depreciation of right-of-use assets			1,110
Impairment losses/(write-back of impairment) on trade receivables	1,971	(40)	1,931
Impairment losses on other receivables	368	284	652
Capital expenditure*	1,862	335	2,197
Unallocated amounts of capital expenditure			<u>1,100</u>
			<u>3,297</u>

	<b>Residential property management services</b>	<b>Commercial property management and operational services</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>Year ended 31 December 2018</b>			
<b>Segment revenue</b>	428,107	231,029	659,136
<b>Segment result</b>	46,310	68,564	114,874
<i>Reconciliation:</i>			
Unallocated operating costs			(7,590)
Other income and gains			2,475
Other expenses			(4,456)
Finance costs			(199)
Share of loss of an associate	—	(796)	(796)
Profit before tax			104,308
Income tax			(24,626)
Profit for the year			<u>79,682</u>
<b>Other segment information</b>			
Share of loss of an associate	—	796	796
Depreciation of property, plant and equipment	1,100	210	1,310
Amortisation of other intangible assets			909
Depreciation of right-of-use assets			2,233
Impairment losses on trade receivables	2,401	109	2,510
Impairment losses on other receivables	363	663	1,026
Capital expenditure*	3,689	437	4,126
Unallocated amounts of capital expenditure			<u>3,824</u>
			<u>7,950</u>

	<b>Residential property management services</b>	<b>Commercial property management and operational services</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>Year ended 31 December 2019</b>			
<b>Segment revenue</b>	759,234	365,644	1,124,878
<b>Segment result</b>	136,674	128,267	264,941
<i>Reconciliation:</i>			
Unallocated operating costs			(10,458)
Other income and gains			5,180
Other expenses			(10,647)
Finance costs			(351)
Share of profit of an associate	—	1,939	1,939
Profit before tax			250,604
Income tax			(65,617)
Profit for the year			<u>184,987</u>
<b>Other segment information</b>			
Share of profit of an associate	—	1,939	1,939
Depreciation of property, plant and equipment	1,369	318	1,687
Amortisation of other intangible assets			20,326
Depreciation of right-of-use assets			3,381
Impairment losses on trade receivables	6,462	251	6,713
Impairment losses on other receivables	531	920	1,451
Capital expenditure*	2,711	512	3,223
Unallocated amounts of capital expenditure			<u>107,226</u>
			<u>110,449</u>

	<b>Residential property management services</b>	<b>Commercial property management and operational services</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>Four months ended 30 April 2020</b>			
<b>Segment revenue</b>	293,110	134,524	427,634
<b>Segment result</b>	48,797	56,986	105,783
<i>Reconciliation:</i>			
Unallocated operating costs			(3,880)
Other income and gains			3,336
Other expenses, net			(3,858)
Finance costs			(112)
Share of profit of an associate	—	767	<u>767</u>
Profit before tax			102,036
Income tax			<u>(25,444)</u>
Profit for the period			<u><u>76,592</u></u>
<b>Other segment information</b>			
Share of profit of an associate	—	767	767
Depreciation of property, plant and equipment	460	205	665
Amortisation of other intangible assets			7,374
Depreciation of right-of-use assets			1,573
Impairment losses on trade receivables	1,932	2	1,934
Impairment losses/(write-back of impairment) on other receivables	2,611	(1,683)	928
Capital expenditure*	430	197	627
Unallocated amounts of capital expenditure			<u>2,095</u>
			<u><u>2,722</u></u>

	<b>Residential property management services</b>	<b>Commercial property management and operational services</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(unaudited)	(unaudited)	(unaudited)
<b>Four months ended 30 April 2019</b>			
<b>Segment revenue</b>	193,830	111,687	305,517
<b>Segment result</b>	18,626	41,058	59,684
<i>Reconciliation:</i>			
Unallocated operating costs			(3,469)
Other income and gains			795
Other expenses			(5,124)
Finance costs			(125)
Share of profit of an associate	—	34	<u>34</u>
Profit before tax			51,795
Income tax			<u>(13,036)</u>
Profit for the period			<u><u>38,759</u></u>
<b>Other segment information</b>			
Share of profit of an associate	—	34	34
Depreciation of property, plant and equipment	363	105	468
Amortisation of other intangible assets			5,599
Depreciation of right-of-use assets			965
Impairment losses on trade receivables	2,769	170	2,939
Impairment losses/(write-back of impairment) on other receivables	2,422	(936)	1,486
Capital expenditure*	1,895	406	2,301
Unallocated amounts of capital expenditure			<u>107,182</u>
			<u><u>109,483</u></u>

\* Capital expenditure consists of additions to property, plant and equipment, right-of-use assets and other intangible assets including additions from the acquisition of subsidiaries.

**Geographical information**

The Group's revenue from customers is derived solely from its operations and services rendered in Mainland China, and the non-current assets of the Group are located in Mainland China.

**Information about major customers**

For the years ended 31 December 2017, 2018 and 2019, and the four months ended 30 April 2020, RMB146,445,000, RMB273,945,000, RMB528,159,000 and RMB214,212,000 of revenue were derived from KWG Holdings and its subsidiaries (other than the Group) (collectively the "KWG Group") and its joint ventures, associates and other related parties, respectively.

**5. REVENUE, OTHER INCOME AND GAINS AND CONTRACT LIABILITIES**

Revenue comprised proceeds from residential property management services and commercial property management and operational services during the Relevant Periods. An analysis of revenue is as follows:

**Revenue from contracts with customers****(a) Disaggregated revenue information**

	Year ended 31 December			Four months ended 30 April	
	2017	2018	2019	2019	2020
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(Unaudited)	
<b>Types of services by segment</b>					
<i>Residential property management services</i>					
Pre-sale management services	75,944	123,588	221,810	64,863	79,903
Property management services	253,709	287,034	382,047	115,212	140,908
Community value-added services	15,516	17,485	155,377	13,755	72,299
	<u>345,169</u>	<u>428,107</u>	<u>759,234</u>	<u>193,830</u>	<u>293,110</u>
<i>Commercial property management and operational services</i>					
Pre-sale management services	13,339	12,930	21,342	6,510	3,526
Property management services	66,803	150,730	259,766	81,249	90,893
Commercial operational services	28,392	44,707	42,570	13,935	25,502
Other value-added services	9,678	22,662	41,966	9,993	14,603
	<u>118,212</u>	<u>231,029</u>	<u>365,644</u>	<u>111,687</u>	<u>134,524</u>
Total revenue from contracts with customers	<u>463,381</u>	<u>659,136</u>	<u>1,124,878</u>	<u>305,517</u>	<u>427,634</u>



*Timing of revenue recognition*

	Year ended 31 December			Four months ended 30 April	
	2017	2018	2019	2019	2020
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue from contracts with customers recognised over time	438,187	618,989	927,535	281,769	340,732
Revenue from contracts with customers recognised at a point in time	25,194	40,147	197,343	23,748	86,902
Total	<u>463,381</u>	<u>659,136</u>	<u>1,124,878</u>	<u>305,517</u>	<u>427,634</u>

(Unaudited)

*Contract liabilities*

The Group recognised the following revenue-related contract liabilities:

	As at 31 December			As at
	2017	2018	2019	30 April
	RMB'000	RMB'000	RMB'000	RMB'000
Third parties	46,504	50,451	65,878	81,596
Related parties ( <i>note 29</i> )	<u>5,497</u>	<u>3,611</u>	<u>11,082</u>	<u>12,110</u>
Contract liabilities	<u>52,001</u>	<u>54,062</u>	<u>76,960</u>	<u>93,706</u>

Contract liabilities of the Group mainly arise from the advance payments received from customers for services yet to be provided. The increase in contract liabilities as at 31 December 2018 and 2019 and 30 April 2020 was mainly due to the increase in short term advances received from customers in relation to the provision of property managements services at the end of that year/period.

The following table shows the revenue recognised during the Relevant Periods and the four months ended 30 April 2019 related to carried-forward contract liabilities:

	Year ended 31 December			Four months ended 30 April	
	2017	2018	2019	2019	2020
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Revenue recognised that was included in the contract liability balance at the beginning of the year:					
Residential property management services	41,277	44,363	38,756	38,756	53,393
Commercial property management and operational services	<u>2,511</u>	<u>4,694</u>	<u>12,247</u>	<u>12,247</u>	<u>19,212</u>
	<u>43,788</u>	<u>49,057</u>	<u>51,003</u>	<u>51,003</u>	<u>72,605</u>

*(b) Performance obligations*

Information about the Group's performance obligations is summarised below:

For residential property management services and commercial property management and operational services, the Group recognised revenue in the amount that equals to the rights to invoices which corresponds directly with the value to the customers of the Group's performance to date. The Group has elected the practical expedient for not to disclose the remaining performance obligations for these types of contracts because the performance obligation is part of a contract that has an original expected duration of one year or less, and there was unsatisfied performance obligation at the end of the respective periods.

	<u>Year ended 31 December</u>			<u>Four months ended 30 April</u>	
	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2019</u>	<u>2020</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				(Unaudited)	
Other income and gains					
Bank interest income	977	1,146	1,410	321	569
Government grants	—	—	219	—	1,295
Gain on disposal of items of property, plant and equipment, net	171	—	198	106	—
Late penalty income	502	708	1,131	136	127
Tax incentives on value-added tax	—	228	1,836	220	1,289
Others	334	393	386	12	56
	<u>1,984</u>	<u>2,475</u>	<u>5,180</u>	<u>795</u>	<u>3,336</u>

## 6. PROFIT BEFORE TAX

The Group's profit before tax is arrived at after charging:

	<i>Section II Notes</i>	<u>Year ended 31 December</u>			<u>Four months ended 30 April</u>	
		<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2019</u>	<u>2020</u>
		<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Cost of services provided		359,111	476,175	705,050	201,205	259,916
Depreciation of property, plant and equipment	13	1,112	1,310	1,687	468	665
Depreciation of right-of-use assets	14	1,110	2,233	3,381	965	1,573
Amortisation of other intangible assets	16	—	909	20,326	5,599	7,374
Listing expenses		—	—	3,143	—	5,035
Auditors' remuneration		1,135	468	109	36	—
(Gain)/loss on disposal of items of property, plant and equipment, net		(171)	—	(198)	(106)	110
Employee benefit expense (excluding directors' and chief executive's remuneration (note 8)):						
Wages and salaries		188,056	254,237	432,731	121,245	176,340
Pension scheme contribution		20,310	26,387	31,494	11,724	7,535
		<u>208,366</u>	<u>280,624</u>	<u>464,225</u>	<u>132,969</u>	<u>183,875</u>
Impairment losses on financial assets:						
— Trade receivables	19	1,931	2,510	6,713	2,939	1,934
— Other receivables	20	652	1,026	1,451	1,486	928
Rental expense						
Short-term leases and low-value leases	14	10,180	10,803	23,049	7,385	5,710

## 7. FINANCE COSTS

An analysis of finance costs is as follows:

	<u>Year ended 31 December</u>			<u>Four months ended 30 April</u>	
	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2019</u>	<u>2020</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Interest on lease liabilities (note 14)	<u>186</u>	<u>199</u>	<u>351</u>	<u>125</u>	<u>112</u>

## 8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Mr. Kong Jiannan was appointed as a director of the Company on 11 September 2019.

Subsequent to the end of the Relevant Periods, Mr. Kong Jiannan was re-designated as an executive director and chief executive officer of the Company on 19 June 2020. Mr. Wang Yue and Ms. Yang Jingbo were appointed as executive directors of the Company on 19 June 2020. Mr. Kong Jianmin was appointed as a non-executive director of the Company on 19 June 2020.

During the Relevant Periods, Mr. Wang Yue received remuneration from a subsidiary now comprising the Group for his appointment as a senior management of the subsidiary. The remuneration received by him during the Relevant Periods and the four months ended 30 April 2019 is set out below.

Director's remuneration for the Relevant Periods and the four months ended 30 April 2019 is as follows:

	Year ended 31 December			Four months ended 30 April	
	2017 RMB'000	2018 RMB'000	2019 RMB'000	2019 RMB'000	2020 RMB'000
Fees:					
Directors	—	—	—	—	—
Other emoluments:					
Salaries, allowances and benefits in kind	738	743	1,089	427	375
Pension scheme contributions	51	46	56	20	8
	<u>789</u>	<u>789</u>	<u>1,145</u>	<u>447</u>	<u>383</u>

## (a) Independent non-executive directors

Subsequent to the end of the Relevant Periods, Ms. Liu Xiaolan, Mr. Fung Che Wai, Anthony and Ms. Ng Yi Kum were appointed as independent non-executive directors of the Company on 9 October 2020. There was no emolument payable to the independent non-executive directors during the Relevant Periods.

## (b) Executive directors and non-executive directors

## Year ended 31 December 2017

	Salaries, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
Mr. Wang Yue	<u>738</u>	<u>51</u>	<u>789</u>

## Year ended 31 December 2018

	Salaries, allowances and benefits in kind RMB'000	Pension scheme contributions RMB'000	Total remuneration RMB'000
Mr. Wang Yue	<u>743</u>	<u>46</u>	<u>789</u>

## Year ended 31 December 2019

	<u>Salaries, allowances and benefits in kind</u> <i>RMB'000</i>	<u>Pension scheme contributions</u> <i>RMB'000</i>	<u>Total remuneration</u> <i>RMB'000</i>
Mr. Wang Yue	1,089	56	1,145

## Four months ended 30 April 2019 (Unaudited)

	<u>Salaries, allowances and benefits in kind</u> <i>RMB'000</i>	<u>Pension scheme contributions</u> <i>RMB'000</i>	<u>Total remuneration</u> <i>RMB'000</i>
Mr. Wang Yue	427	20	447

## Four months ended 30 April 2020

	<u>Salaries, allowances and benefits in kind</u> <i>RMB'000</i>	<u>Pension scheme contributions</u> <i>RMB'000</i>	<u>Total remuneration</u> <i>RMB'000</i>
Mr. Wang Yue	375	8	383

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the Relevant Periods.

## 9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the Relevant Periods and the four months ended 30 April 2019 included one director, details of whose remuneration are set out in note 8 above. Details of the remuneration for the Relevant Periods and the four months ended 30 April 2019 of the remaining four highest paid employees who are neither a director nor chief executive of the Company are as follows:

	<u>Year ended 31 December</u>			<u>Four months ended 30 April</u>	
	<u>2017</u> <i>RMB'000</i>	<u>2018</u> <i>RMB'000</i>	<u>2019</u> <i>RMB'000</i>	<u>2019</u> <i>RMB'000</i>	<u>2020</u> <i>RMB'000</i>
Salaries, allowance and benefits in kind	3,074	3,629	4,790	2,332	1,034
Pension scheme contributions	145	124	174	59	18
	<u>3,219</u>	<u>3,753</u>	<u>4,964</u>	<u>2,391</u>	<u>1,052</u>

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following bands is as follows:

	Year ended 31 December			Four months ended 30 April	
	2017	2018	2019	2019	2020
				(Unaudited)	
Nil to HK\$1,000,000	3	3	—	4	4
HK\$1,000,001 to HK\$1,500,000	1	1	2	—	—
HK\$1,500,001 to HK\$2,000,000	—	—	2	—	—
	<u>4</u>	<u>4</u>	<u>4</u>	<u>4</u>	<u>4</u>

#### 10. INCOME TAX

The Group is subject to income tax on an entity basis on profits arising in or derived from the tax jurisdictions in which members of the Group are domiciled and operate. Pursuant to the rules and regulations of the Cayman Islands and British Virgin Islands, the entities within the Group incorporated in the Cayman Islands and British Virgin Islands are not subject to any income tax. The Group's subsidiaries incorporated in Hong Kong are not liable for income tax as they did not generate any assessable profits arising in Hong Kong during the Relevant Periods.

The income tax provision of the Group's subsidiaries established in the PRC in respect of its operation in Mainland China was calculated at the tax rate of 25% on their assessable profits for the Relevant Periods, if applicable, based on the existing legislation, interpretations and practice in respect thereof.

Nanning Branch of Guangzhou Ningjun Property Management Co., Ltd. was recognised as an encouraged enterprise in the Western Development Area and was subject to a preferential income tax rate of 15% for the Relevant Periods.

	Year ended 31 December			Four months ended 30 April	
	2017	2018	2019	2019	2020
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
				(Unaudited)	
Current	15,121	26,759	73,651	15,699	27,581
Deferred ( <i>note 18</i> )	<u>(1,670)</u>	<u>(2,133)</u>	<u>(8,034)</u>	<u>(2,663)</u>	<u>(2,137)</u>
Total tax charge for the year/period	<u>13,451</u>	<u>24,626</u>	<u>65,617</u>	<u>13,036</u>	<u>25,444</u>

A reconciliation of the tax expense applicable to profit before tax at the statutory rate for the jurisdictions in which the Company and the majority of its subsidiaries are domiciled to the income tax expense at the effective income tax rate is as follows:

	Year ended 31 December			Four months ended 30 April	
	2017 RMB'000	2018 RMB'000	2019 RMB'000	2019 RMB'000 (Unaudited)	2020 RMB'000
Profit before tax	57,599	104,308	250,604	51,795	102,036
Tax at the statutory tax rate (25%)	14,400	26,077	62,651	12,949	25,509
Lower tax rates for specific provinces	(1,131)	(1,688)	(944)	(204)	(537)
Expenses not deductible for tax	182	38	1,418	300	664
Profits and losses attributable to an associate	—	199	(485)	(9)	(192)
Tax due to the Reorganization (note)	—	—	2,977	—	—
Tax charge for the year/period	13,451	24,626	65,617	13,036	25,444

Note:

During the year ended 31 December 2019, as a result of the internal transfer of the equity interests of certain subsidiaries within the Group, corporate income tax of RMB2,977,000 was provided in relation to the deemed gain arising from such reorganisation.

#### 11. DIVIDENDS

No dividends have been paid or declared by the Company since its date of incorporation.

Pursuant to the Company's board resolution dated 31 August 2020, the Company declared the 2020 interim dividend in a total amount of RMB200,000,000.

#### 12. EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE PARENT

Earnings per share information is not presented as its inclusion, for the purpose of this report, is not considered meaningful due to the basis of presentation of the results of the Group for the Relevant Periods and the four months ended 30 April 2019 as disclosed in note 2.1 to the Historical Financial Information.



## 13. PROPERTY, PLANT AND EQUIPMENT

	<u>Buildings</u> <i>RMB'000</i>	<u>Plant and machinery</u> <i>RMB'000</i>	<u>Furniture and office equipment</u> <i>RMB'000</i>	<u>Motor vehicles</u> <i>RMB'000</i>	<u>Total</u> <i>RMB'000</i>
<b>31 December 2017</b>					
At 1 January 2017:					
Cost	105	330	4,612	1,847	6,894
Accumulated depreciation	<u>(40)</u>	<u>(88)</u>	<u>(3,072)</u>	<u>(1,315)</u>	<u>(4,515)</u>
Net carrying amount	<u>65</u>	<u>242</u>	<u>1,540</u>	<u>532</u>	<u>2,379</u>
At 1 January 2017, net of accumulated depreciation					
Cost	65	242	1,540	532	2,379
Additions	93	117	1,240	191	1,641
Disposals	(3)	—	—	(30)	(33)
Depreciation provided during the year	<u>(29)</u>	<u>(47)</u>	<u>(826)</u>	<u>(210)</u>	<u>(1,112)</u>
At 31 December 2017, net of accumulated depreciation	<u>126</u>	<u>312</u>	<u>1,954</u>	<u>483</u>	<u>2,875</u>
At 31 December 2017:					
Cost	195	447	5,846	1,913	8,401
Accumulated depreciation	<u>(69)</u>	<u>(135)</u>	<u>(3,892)</u>	<u>(1,430)</u>	<u>(5,526)</u>
Net carrying amount	<u>126</u>	<u>312</u>	<u>1,954</u>	<u>483</u>	<u>2,875</u>
<b>31 December 2018</b>					
At 1 January 2018:					
Cost	195	447	5,846	1,913	8,401
Accumulated depreciation	<u>(69)</u>	<u>(135)</u>	<u>(3,892)</u>	<u>(1,430)</u>	<u>(5,526)</u>
Net carrying amount	<u>126</u>	<u>312</u>	<u>1,954</u>	<u>483</u>	<u>2,875</u>
At 1 January 2018, net of accumulated depreciation					
Cost	126	312	1,954	483	2,875
Additions	52	276	1,472	497	2,297
Depreciation provided during the year	<u>(40)</u>	<u>(78)</u>	<u>(1,017)</u>	<u>(175)</u>	<u>(1,310)</u>
At 31 December 2018, net of accumulated depreciation	<u>138</u>	<u>510</u>	<u>2,409</u>	<u>805</u>	<u>3,862</u>
At 31 December 2018:					
Cost	247	723	7,318	2,410	10,698
Accumulated depreciation	<u>(109)</u>	<u>(213)</u>	<u>(4,909)</u>	<u>(1,605)</u>	<u>(6,836)</u>
Net carrying amount	<u>138</u>	<u>510</u>	<u>2,409</u>	<u>805</u>	<u>3,862</u>

	<u>Buildings</u> <i>RMB'000</i>	<u>Plant and machinery</u> <i>RMB'000</i>	<u>Furniture and office equipment</u> <i>RMB'000</i>	<u>Motor vehicles</u> <i>RMB'000</i>	<u>Total</u> <i>RMB'000</i>
<b>31 December 2019</b>					
At 1 January 2019:					
Cost	247	723	7,318	2,410	10,698
Accumulated depreciation	(109)	(213)	(4,909)	(1,605)	(6,836)
Net carrying amount	<u>138</u>	<u>510</u>	<u>2,409</u>	<u>805</u>	<u>3,862</u>
At 1 January 2019, net of accumulated depreciation					
Additions	162	248	734	280	1,424
Acquisitions of subsidiaries (note 26)	600	34	501	293	1,428
Disposals	—	—	(11)	—	(11)
Depreciation provided during the year	(126)	(137)	(1,130)	(294)	(1,687)
At 31 December 2019, net of accumulated depreciation	<u>774</u>	<u>655</u>	<u>2,503</u>	<u>1,084</u>	<u>5,016</u>
At 31 December 2019:					
Cost	1,009	1,005	8,538	2,983	13,535
Accumulated depreciation	(235)	(350)	(6,035)	(1,899)	(8,519)
Net carrying amount	<u>774</u>	<u>655</u>	<u>2,503</u>	<u>1,084</u>	<u>5,016</u>
<b>30 April 2020</b>					
At 1 January 2020:					
Cost	1,009	1,005	8,538	2,983	13,535
Accumulated depreciation	(235)	(350)	(6,035)	(1,899)	(8,519)
Net carrying amount	<u>774</u>	<u>655</u>	<u>2,503</u>	<u>1,084</u>	<u>5,016</u>
At 1 January 2020, net of accumulated depreciation					
Additions	48	26	486	67	627
Disposals	(127)	—	(51)	(101)	(279)
Depreciation provided during the period	(43)	(53)	(472)	(97)	(665)
At 30 April 2020, net of accumulated depreciation	<u>652</u>	<u>628</u>	<u>2,466</u>	<u>953</u>	<u>4,699</u>
At 30 April 2020:					
Cost	756	1,031	8,044	1,007	10,838
Accumulated depreciation	(104)	(403)	(5,578)	(54)	(6,139)
Net carrying amount	<u>652</u>	<u>628</u>	<u>2,466</u>	<u>953</u>	<u>4,699</u>

## 14. LEASES

**The Group as a lessee**

The Group has lease contracts for buildings and motor vehicles used in its operations. Leases of buildings generally have lease terms between 6 months and 17 years, while motor vehicles generally have lease terms for 2 years. The Group is restricted from assigning and subleasing the leased assets outside the Group according to the terms in certain agreements.

**(a) Right-of-use assets and lease liabilities**

The carrying amounts of the Group's right-of-use assets and lease liabilities and their movements during the Relevant Periods are as follows:

	Right-of-use assets			Lease liabilities RMB'000
	Buildings RMB'000	Motor vehicles RMB'000	Total RMB'000	
At 1 January 2017	3,071	—	3,071	3,004
New leases	1,656	—	1,656	1,454
Depreciation charge	(1,110)	—	(1,110)	—
Accretion of interest recognised during the year	—	—	—	186
Payments	—	—	—	(1,179)
At 31 December 2017	<u>3,617</u>	<u>—</u>	<u>3,617</u>	<u>3,465</u>
At 1 January 2018	3,617	—	3,617	3,465
New leases	2,927	—	2,927	2,238
Depreciation charge	(2,233)	—	(2,233)	—
Accretion of interest recognised during the year	—	—	—	199
Payments	—	—	—	(1,993)
At 31 December 2018	<u>4,311</u>	<u>—</u>	<u>4,311</u>	<u>3,909</u>
At 1 January 2019	4,311	—	4,311	3,909
New leases	44	—	44	35
Acquisitions of subsidiaries (note 26)	7,128	109	7,237	7,001
Depreciation charge	(3,319)	(62)	(3,381)	—
Accretion of interest recognised during the year	—	—	—	351
Payments	—	—	—	(3,290)
At 31 December 2019	<u>8,164</u>	<u>47</u>	<u>8,211</u>	<u>8,006</u>
At 1 January 2020	8,164	47	8,211	8,006
New leases	2,095	—	2,095	1,939
Depreciation charge	(1,551)	(22)	(1,573)	—
Accretion of interest recognised during the period	—	—	—	112
Payments	—	—	—	(1,583)
At 30 April 2020	<u>8,708</u>	<u>25</u>	<u>8,733</u>	<u>8,474</u>

	As at 31 December			As at
	2017	2018	2019	30 April
	RMB'000	RMB'000	RMB'000	2020
				RMB'000
Lease liabilities analysed into:				
current portion	1,319	1,999	3,279	3,459
non-current portion	2,146	1,910	4,727	5,015
Total	3,465	3,909	8,006	8,474

(b) The amounts recognised in profit or loss in relation to leases are as follows:

	Year ended 31 December			Four months
	2017	2018	2019	ended
	RMB'000	RMB'000	RMB'000	30 April
				2020
				RMB'000
Interest on lease liabilities	186	199	351	112
Depreciation charge of right-of-use assets	1,110	2,233	3,381	1,573
Expense relating to short-term leases and low-value assets	10,180	10,803	23,049	5,710
Total amount recognised in profit or loss	11,476	13,235	26,781	7,395

(c) The total cash outflow for leases is disclosed in note 27(c) to the Historical Financial Information.

## 15. GOODWILL

	31 December			30 April
	2017	2018	2019	2020
	RMB'000	RMB'000	RMB'000	RMB'000
At beginning of the year/period:				
Cost	—	—	—	134,718
Acquisition of subsidiaries (note 26)	—	—	134,718	—
Cost and carrying amount at end of the year/period	—	—	134,718	134,718

During the year ended 31 December 2019, the Group acquired Gangyu Enterprise and its subsidiaries (i.e., Yijia Chuangsheng and Xingyu Property) from independent third parties, which is engaged in provision of property management services. Details of the acquisition are disclosed in note 26 to the Historical Financial Information.

**Impairment testing of goodwill**

For the purpose of impairment testing, goodwill acquired through business combination is allocated to each of the cash-generating units (“CGUs”), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level and allocated to the residential property management cash-generating unit (the “Residential CGU”) and commercial property management and operational services cash-generating unit (the “Commercial CGU”) for impairment testing.

The recoverable amount of the Residential CGU and Commercial CGU has been determined based on a value in use calculation using cash flow projection based on financial budget covering a five-year period approved by senior management.

As at 31 December 2019

<u>CGU</u>	<u>Principal business</u>	<u>Allocated goodwill</u> <i>RMB'000</i>	<u>Annual revenue growth rate</u>	<u>Terminal growth rate</u>	<u>Pre-tax discount rate</u>
Residential	Residential property management	111,150	6.0% — 13.0%	3%	17.49%
Commercial	Commercial property management and operational services	23,568	6.0% — 15.0%	3%	17.54%

Assumptions were used in the value in use calculation of the Residential CGU and Commercial CGU. The following describes each key assumption on which management has based its cash flow projection to undertake impairment testing of goodwill:

**Annual revenue growth rate** — The predicted revenue growth rate of the Residential CGU and Commercial CGU for the five years subsequent to the date of assessment is one of the assumptions used in the value-in-use calculations.

**Terminal growth rate** — The growth rate used to extrapolate the cash flows of the Residential CGU and Commercial CGU beyond the five-year period is estimated to be 3.0% which has taken into consideration of the prevailing industry practice.

**Discount rate** — The discount rate used is before tax and reflects specific risks relating to the relevant unit.

The values assigned to the key assumptions are consistent with external information sources.

Details of the headroom measured by the excess of the recoverable amount over the carrying amount of the respective CGUs as at 31 December 2019 are as follows:

CGU	<b>31 December 2019</b>
	<i>RMB'000</i>
Residential	38,756
Commercial	13,033
Total	<u>51,789</u>

The directors of the Company are of view that any reasonably possible change in any of the key assumptions would not cause the carrying amount of the CGUs to exceed their recoverable amount as at 31 December 2019.

Management of the Group has undertaken sensitivity analysis on the impairment test of goodwill. The following table sets forth the hypothetical changes to pre-tax discount rate or annual revenue growth rate that would, in isolation (with all other variables remained constant), have caused the recoverable amount of each CGU to be equal to its carrying amount as at 31 December 2019:

	<u>Residential CGU</u>		<u>Commercial CGU</u>	
	<u>Key assumption used for impairment test</u>	<u>Changes of the key assumption in sensitivity analysis</u>	<u>Key assumption used for impairment test</u>	<u>Changes of the key assumption in sensitivity analysis</u>
As at 31 December 2019:				
Pre-tax discount rate (percentage point)	17.49%	Increased by 2.91%	17.54%	Increased by 4.74%
Annual revenue growth rate	6.0%–13.0%	Decreased by 11.4%	6.0%–15.0%	Decreased by 14.8%

As disclosed in note 2.4 to the Historical Financial Information, goodwill is tested for impairment annually or more frequently if events or changes in circumstances indicate that the carrying amount may be impaired. In this regard, the Company's management did not identify any significant adverse changes in the operating results and the macro environment during the four months ended 30 April 2020, and the Company's management has concluded that there was no impairment indicator of goodwill as at 30 April 2020. Accordingly, no impairment test of goodwill was performed as at 30 April 2020.

## 16. OTHER INTANGIBLE ASSETS

	<b>Property management contracts</b>	<b>Customer relationship</b>	<b>Software</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
<b>31 December 2018</b>				
At 1 January 2018, net of accumulated amortisation	—	—	—	—
Additions	—	—	2,726	2,726
Amortisation provided during the year	—	—	(909)	(909)
At 31 December 2018	<u>—</u>	<u>—</u>	<u>1,817</u>	<u>1,817</u>
At 31 December 2018:				
Cost	—	—	2,726	2,726
Accumulated amortisation	—	—	(909)	(909)
Net carrying amount	<u>—</u>	<u>—</u>	<u>1,817</u>	<u>1,817</u>
<b>31 December 2019</b>				
Cost at 1 January 2019, net of accumulated amortisation	—	—	1,817	1,817
Acquisitions of subsidiaries ( <i>note 26</i> )	27,857	72,390	69	100,316
Amortisation provided during the year	(12,767)	(6,636)	(923)	(20,326)
At 31 December 2019	<u>15,090</u>	<u>65,754</u>	<u>963</u>	<u>81,807</u>
At 31 December 2019:				
Cost	27,857	72,390	2,795	103,042
Accumulated amortisation	(12,767)	(6,636)	(1,832)	(21,235)
Net carrying amount	<u>15,090</u>	<u>65,754</u>	<u>963</u>	<u>81,807</u>
<b>30 April 2020</b>				
Cost at 1 January 2020, net of accumulated amortisation	15,090	65,754	963	81,807
Amortisation provided during the period	(4,643)	(2,412)	(319)	(7,374)
At 30 April 2020	<u>10,447</u>	<u>63,342</u>	<u>644</u>	<u>74,433</u>
At 30 April 2020:				
Cost	27,857	72,390	2,795	103,042
Accumulated amortisation	(17,410)	(9,048)	(2,151)	(28,609)
Net carrying amount	<u>10,447</u>	<u>63,342</u>	<u>644</u>	<u>74,433</u>



## 17. INVESTMENT IN AN ASSOCIATE

Name	Place and date of registration and place of operations	Nominal value of registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
Guangzhou Guanzhou Property Management Co., Ltd.#	PRC/Mainland China 28 August 2018	RMB10,000,000	—	49%	Property management

# The English name represents the best efforts made by the directors of the Company to translate the Chinese name as it does not have official English name.

	As at 31 December			As at
	2017	2018	2019	30 April
	RMB'000	RMB'000	RMB'000	2020
				RMB'000
Share of net assets	—	4,104	6,043	6,810

The following table illustrates the financial information of the Group's associate that is not individually material:

	31 December			30 April	
	2017	2018	2019	2019	2020
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
Share of the associate's profit/(loss) for the year/period and total comprehensive income/(loss)	—	(796)	1,939	34	767

	As at 31 December			As at
	2017	2018	2019	30 April
	RMB'000	RMB'000	RMB'000	2020
				RMB'000
Carrying amount of the Group's investment in an associate at end of the year/period	—	4,104	6,043	6,810

## 18. DEFERRED TAX ASSETS AND LIABILITIES

The movements in deferred tax liabilities and assets are as follows:

**Deferred tax liabilities**

	<b>Fair value adjustment arising from acquisitions of subsidiaries</b>	<b>Excess of carrying amount of right-of-use assets over the tax bases</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2017	—	768	768
Deferred tax charged to profit or loss during the year	—	136	136
At 31 December 2017 and 1 January 2018	—	904	904
Deferred tax charged to profit or loss during the year	—	174	174
At 31 December 2018 and 1 January 2019	—	1,078	1,078
Acquisition of subsidiaries ( <i>note 26</i> )	25,062	1,750	26,812
Deferred tax credited to profit or loss during the year	(4,851)	(775)	(5,626)
At 31 December 2019 and 1 January 2020	20,211	2,053	22,264
Deferred tax charged/(credited) to profit or loss during the period	(1,764)	130	(1,634)
At 30 April 2020	<u>18,447</u>	<u>2,183</u>	<u>20,630</u>

**Deferred tax assets**

	<b>Accrued liabilities and future deductible expenses</b>	<b>Provision on impairment losses of financial assets</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2017	6,787	815	7,602
Deferred tax credited to profit or loss during the year	1,236	570	1,806
At 31 December 2017 and 1 January 2018	8,023	1,385	9,408
Deferred tax credited to profit or loss during the year	2,126	181	2,307
At 31 December 2018 and 1 January 2019	10,149	1,566	11,715
Acquisition of subsidiaries ( <i>note 26</i> )	4,834	—	4,834
Deferred tax credited to profit or loss during the year	728	1,680	2,408
At 31 December 2019 and 1 January 2020	15,711	3,246	18,957
Deferred tax credited/(charged) to profit or loss during the period	881	(378)	503
At 30 April 2020	<u>16,592</u>	<u>2,868</u>	<u>19,460</u>

Pursuant to the PRC Corporate Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Mainland China. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. A lower withholding tax rate may be applied if there is a tax treaty between Mainland China and the jurisdiction of the foreign investors. For the Group, the applicable rate is 10%. The Group is therefore liable for withholding taxes on dividends distributed by those subsidiaries established in Mainland China in respect of earnings generated from 1 January 2008.

At 31 December 2017, 2018 and 2019 and 30 April 2020, no deferred tax has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Mainland China. In the opinion of the directors of the Company, the Group's fund will be retained in Mainland China for expansion of the Group's operation. The aggregate amounts of temporary differences associated with investments in subsidiaries in Mainland China for which deferred tax liabilities have not been recognised totalled approximately RMB109,192,000, RMB187,276,000, RMB367,677,000 and RMB435,581,000 as at 31 December 2017, 2018 and 2019 and 30 April 2020, respectively.

#### 19. TRADE RECEIVABLES

	As at 31 December			As at
	2017	2018	2019	30 April
	RMB'000	RMB'000	RMB'000	2020
Related parties ( <i>note 29</i> )	138,686	251,614	449,546	547,335
Third parties	<u>80,672</u>	<u>79,023</u>	<u>126,870</u>	<u>165,592</u>
Trade receivables	<u>219,358</u>	<u>330,637</u>	<u>576,416</u>	<u>712,927</u>
Less: Allowance for impairment of trade receivables	<u>(4,173)</u>	<u>(3,872)</u>	<u>(9,144)</u>	<u>(5,908)</u>
Total	<u>215,185</u>	<u>326,765</u>	<u>567,272</u>	<u>707,019</u>

Trade receivables mainly represent receivables from residential property management services and commercial property management and operational services. For trade receivables from property management services, the Group charges property management fees on a quarterly or monthly basis. For trade receivables from related parties, the Group's trading terms are mainly on credit and the credit period is generally between three months and one year. For trade receivables from third parties, the payment is generally due upon the issuance of demand letters. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by management. The Group's trade receivables from third parties relate to a large number of diversified customers, there is no significant concentration of credit risk. Trade receivables are interest-free.

An ageing analysis of the trade receivable as at the end of each of the Relevant Periods, based on the invoice date and net of loss allowance, is as follows:

	As at 31 December			As at
	2017	2018	2019	30 April
	RMB'000	RMB'000	RMB'000	2020
Within 1 year	158,387	223,721	380,505	464,628
1 to 2 years	45,390	68,787	96,061	105,401
2 to 3 years	9,189	32,550	66,439	83,140
Over 3 years	<u>2,219</u>	<u>1,707</u>	<u>24,267</u>	<u>53,850</u>
	<u>215,185</u>	<u>326,765</u>	<u>567,272</u>	<u>707,019</u>

The movements in provision for impairment of trade receivables are as follows:

	31 December			30 April
	2017	2018	2019	2020
	RMB'000	RMB'000	RMB'000	RMB'000
At beginning of the year/period	2,544	4,173	3,872	9,144
Impairment losses recognised	1,931	2,510	6,713	1,934
Amount written off as uncollectible	(302)	(2,811)	(1,441)	(5,170)
At end of the year/period	<u>4,173</u>	<u>3,872</u>	<u>9,144</u>	<u>5,908</u>

As at the end of each of the Relevant Periods, all trade receivables were denominated in RMB.

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by customer type and service type). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions.

Set out below is the information about the credit risk exposure on the Group's trade receivables using a provision matrix:

	Third parties — past due				Related parties	Total
	Less than	1 to 2	2 to 3	Over 3		
	1 year	years	years	years		
As at 31 December 2017						
Expected credit loss rate	3.01%	6.41%	10.76%	61.94%	—	1.90%
Gross carrying amount	53,174	18,431	8,255	812	138,686	219,358
Expected credit losses	(1,601)	(1,181)	(888)	(503)	—	(4,173)
As at 31 December 2018						
Expected credit loss rate	3.01%	6.41%	10.76%	61.94%	—	1.17%
Gross carrying amount	50,575	18,294	9,989	165	251,614	330,637
Expected credit losses	(1,522)	(1,173)	(1,075)	(102)	—	(3,872)
As at 31 December 2019						
Expected credit loss rate	3.01%	6.41%	10.76%	61.94%	—	1.59%
Gross carrying amount	80,221	24,399	16,836	5,414	449,546	576,416
Expected credit losses	(2,415)	(1,564)	(1,812)	(3,353)	—	(9,144)
At 30 April 2020						
Expected credit loss rate	1.66%	3.78%	5.76%	75.63%	—	0.83%
Gross carrying amount	117,082	24,983	21,144	2,383	547,335	712,927
Expected credit losses	(1,944)	(944)	(1,218)	(1,802)	—	(5,908)

In the opinion of the Company's directors, the business and customer risk portfolio of the Group remained stable and there were no significant fluctuations in the historical credit loss incurred. In addition, there is no significant change with regard to economic indicators based on an assessment of forward-looking information. Therefore, similar expected credit loss rates are adopted throughout the Relevant Periods.

## 20. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

	As at 31 December			As at
	2017	2018	2019	30 April
	RMB'000	RMB'000	RMB'000	2020
Amounts due from related parties (note 29)	615,593	564,902	561,734	557,824
Prepayments	6,291	7,059	21,916	21,744
Deposits	1,015	965	3,689	3,458
Advances to employees	784	1,093	2,458	3,015
Other receivables	29,995	36,123	50,672	55,017
Payments on behalf of residents/tenants (note)	31,885	49,922	63,983	67,445
Others	39	37	3,944	4,618
	685,602	660,101	708,396	713,121
Impairment allowance	(1,366)	(2,392)	(3,843)	(4,771)
Total	684,236	657,709	704,553	708,350

Note:

Payments on behalf of residents/tenants represent the current accounts with the residents/tenants of communities/properties managed by the Group.

The movements in provision for impairment of payments on behalf of residents/tenants are as follows:

	31 December			30 April
	2017	2018	2019	2020
	RMB'000	RMB'000	RMB'000	RMB'000
At beginning of the year/period	714	1,366	2,392	3,843
Impairment losses recognised in profit or loss	652	1,026	1,451	928
At end of the year/period	1,366	2,392	3,843	4,771

Expected credit losses are estimated by applying a loss rate approach with reference to the days past due for groupings of parties with similar loss patterns. The loss rate is adjusted to reflect the current conditions and forecasts of future economic conditions, as appropriate.

The following table provides information about the exposure to credit risk and ECL for payments on behalf of residents/tenants which are assessed collectively based on an estimated average credit loss rate as at 31 December 2017, 2018 and 2019, and 30 April 2020.

Category	31 December 2017			31 December 2018			31 December 2019			30 April 2020		
	Average	Gross	Impairment	Average	Gross	Impairment	Average	Gross	Impairment	Average	Gross	Impairment
	Loss rate	carrying amount	loss allowance	Loss rate	carrying amount	allowance	Loss rate	carrying amount	allowance	Loss rate	carrying amount	allowance
		RMB'000	RMB'000		RMB'000	RMB'000		RMB'000	RMB'000		RMB'000	RMB'000
Credit-impaired	4.3%	31,885	(1,366)	4.8%	49,922	(2,392)	6.0%	63,983	(3,843)	7.1%	67,445	(4,771)

## 21. CASH AND CASH EQUIVALENTS AND RESTRICTED CASH

	As at 31 December			As at
	2017	2018	2019	30 April
	RMB'000	RMB'000	RMB'000	2020
Cash and bank balances	282,481	206,067	435,417	439,747
Less: Restricted cash	(28,976)	(30,077)	(18,652)	(16,281)
Cash and cash equivalents	<u>253,505</u>	<u>175,990</u>	<u>416,765</u>	<u>423,466</u>
Cash and bank balances denominated in:				
— RMB	<u>282,481</u>	<u>206,067</u>	<u>435,417</u>	<u>439,747</u>

RMB is not freely convertible into other currencies. However, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. The bank balances are deposited with creditworthy banks with no recent history of default.

Restricted cash represented cash at bank restricted for social security and tendering purposes and secured for bank loans of an entity controlled by KWG Holdings, i.e., a fellow subsidiary of the Company. The information about the joint guarantee is disclosed in notes 29(4) and 32 to the Historical Financial Information.

## 22. TRADE PAYABLES

	As at 31 December			As at
	2017	2018	2019	30 April
	RMB'000	RMB'000	RMB'000	2020
Trade payables				
— related parties (note 29)	8,357	6,707	18,930	23,608
— third parties	<u>90,144</u>	<u>121,100</u>	<u>157,603</u>	<u>152,566</u>
	<u>98,501</u>	<u>127,807</u>	<u>176,533</u>	<u>176,174</u>

An ageing analysis of the Group's trade payables at the end of each of the Relevant Periods, based on the invoice date, is as follows:

	As at 31 December			As at
	2017	2018	2019	30 April
	RMB'000	RMB'000	RMB'000	2020
Within 1 year	87,132	104,874	152,711	153,088
1 to 2 years	11,072	13,499	6,426	5,836
2 to 3 years	146	9,137	10,462	9,944
More than 3 years	<u>151</u>	<u>297</u>	<u>6,934</u>	<u>7,306</u>
	<u>98,501</u>	<u>127,807</u>	<u>176,533</u>	<u>176,174</u>

Trade payables are unsecured, interest-free and normally settled on terms of 30 to 90 days.

## 23. OTHER PAYABLES AND ACCRUALS

	As at 31 December			As at
	2017	2018	2019	30 April
	RMB'000	RMB'000	RMB'000	2020
Amounts due to related parties ( <i>note 29</i> )	737,721	590,088	818,923	891,124
Payroll and welfare payables	36,995	46,838	126,047	130,035
Deposits and temporary receipts from property owners	114,428	125,216	177,042	170,015
Other tax payables	7,155	13,835	13,910	17,908
Accruals and other payables	7,491	9,677	30,516	42,783
Consideration payable to original shareholders on acquisition of subsidiaries ( <i>note 26</i> )	—	—	8,000	—
Receipts on behalf of residents/tenants	3,913	25,551	34,553	51,853
	<u>907,703</u>	<u>811,205</u>	<u>1,208,991</u>	<u>1,303,718</u>

The other payables are unsecured and interest-free.

## 24. SHARE CAPITAL

The Company was incorporated on 11 September 2019 and one ordinary share was issued at par value of HK\$0.01 on the same date.

	As at
	31 December
	2019/
	30 April 2020
Authorised:	
38,000,000 ordinary shares of a par value of HK\$0.01 each	<u>HK\$380,000</u>
	RMB'000
Issued and fully paid:	
1 ordinary share of a par value of HK\$0.01 each	<u>—</u>

## 25. RESERVES

The amounts of the Group's reserves and the movements therein for the Relevant Periods are presented in the combined statements of changes in equity.

## (a) Merger reserve

As at 31 December 2017, 2018 and 2019, the merger reserve of the Group represents the combined issued capital of the subsidiaries now comprising the Group arising from the Reorganization as mentioned in note 2.1 to the Historical Financial Information.

In March 2020, Hejing Youhuo, a wholly-owned subsidiary of the Company, acquired 100% equity interests in Guangzhou Ningjun Property Management Company Limited and its subsidiaries with a capital injection of RMB63,000,000 to Guangzhou Ningjun Property Management Company Limited and a cash consideration of RMB34,550,000 to Total Super Investments Limited, a wholly-owned subsidiary of the Company's Ultimate Holding Company. As both parties were under control of the Ultimate Holding Company before and after the combination and such control was not provisional, this combination was a business combination involving entities under common control.

Details of the movements in the merger reserve are set out in the combined statements of changes in equity.



**(b) Statutory surplus funds**

In accordance with the PRC Company Law and the articles of association of the subsidiaries established in the PRC, the Group is required to appropriate 10% of its net profit after tax, as determined under the Chinese Accounting Standards, to the statutory surplus funds until the reserve balance reaches 50% of its registered capital. Subject to certain restrictions set out in the relevant PRC regulations and in the articles of association of these subsidiaries, the statutory surplus funds may be used either to offset losses, or to be converted to increase the share capital of the subsidiaries provided that the balance after such conversion is not less than 25% of the registered capital of them. The reserve cannot be used for purposes other than those for which it is created and is not distributable as cash dividends.

**26. BUSINESS COMBINATION**

On 31 January 2019, the Group acquired 100% equity interest in Gangyu Enterprise from third parties at a total consideration of RMB197,466,000. Gangyu Enterprise and its subsidiaries are engaged in property management business. The acquisition was made as part of the Group's strategy to expand its property management operation in Mainland China.

The fair values of the identifiable assets and liabilities of Gangyu Enterprise and its subsidiaries as at the date of acquisition were as follows:

	<i>Notes</i>	<b>Fair value recognised on acquisition</b> <i>RMB'000</i>
Property, plant and equipment	<i>13</i>	1,428
Right-of-use assets	<i>14</i>	7,237
Other intangible assets	<i>16</i>	100,316
Deferred tax assets	<i>18</i>	4,834
Other non-current assets		249
Trade receivables		13,781
Prepayments, other receivables and other assets		11,741
Cash and cash equivalents		27,107
Trade payables		(2,247)
Other payables and accruals		(49,092)
Contract liabilities		(2,278)
Lease liabilities	<i>14</i>	(7,001)
Tax payables		(3,437)
Deferred tax liabilities	<i>18</i>	<u>(26,812)</u>
Total identifiable net assets at fair value		75,826
Non-controlling interests		<u>(13,078)</u>
Goodwill arising on acquisition	<i>15</i>	<u>134,718</u>
Satisfied by cash during the year ended 31 December 2019		20,000
Unpaid amount included in other payables to original shareholders as at 31 December 2019	<i>23</i>	8,000
Settled by related parties on behalf of the Group and included in other payables as at 31 December 2019		<u>169,466</u>
Total consideration		<u><u>197,466</u></u>

The fair values of the trade receivables and other receivables as at the date of acquisition amounted to RMB13,781,000 and RMB9,355,000, respectively. The gross contractual amounts of trade receivables and other receivables were RMB14,286,000 and RMB9,355,000, respectively, of which trade receivables of RMB505,000, were expected to be uncollectible. The transaction cost incurred for this acquisition is insignificant.

The Group has elected to initially measure the non-controlling interests in Gangyu Enterprise's subsidiaries at fair value at the date of acquisition.

The goodwill recognised is primarily attributed to the expected synergies and other benefits from combining the assets and activities of property management with those of the Group. None of the goodwill recognised is expected to be deductible for income tax purposes.

An analysis of the cash flows in respect of the acquisition of Gangyu Enterprise and its subsidiaries is as follows:

	<i>RMB'000</i>
Cash consideration	(20,000)
Cash and bank balances acquired	<u>27,107</u>
Net inflow of cash and cash equivalents included in cash flows from investing activities	<u><u>7,107</u></u>

Since the acquisition, Gangyu Enterprise and its subsidiaries contributed RMB92,001,000 to the Group's revenue and a profit of RMB10,735,000 to the combined profit for the year ended 31 December 2019. Had the combination taken place at the beginning of 2019, the revenue of the Group and the profit of the Group for the year ended 31 December 2019 would have been RMB1,142,005,000 and RMB190,007,000, respectively.

## 27. NOTES TO THE COMBINED STATEMENTS OF CASH FLOWS

### (a) Major non-cash transactions

During the years ended 31 December 2017, 2018, 2019 and the four months ended 30 April 2020, the Group had non-cash additions to right-of-use of approximately RMB1,656,000, RMB2,927,000, RMB7,281,000 and RMB2,095,000 respectively, and non-cash additions to lease liabilities of approximately RMB1,454,000, RMB2,238,000, RMB7,036,000 and RMB1,939,000 respectively, in respect of lease arrangements for buildings and motor vehicles.

**(b) Changes in liabilities arising from financing activities**

The reconciliation of liabilities arising from financing activities is as follows:

	<u>Other payables</u>	<u>Lease liabilities</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
At 1 January 2017	439,626	3,004	442,630
Changes from financing cash flows	28,500	(993)	27,507
Interest expense	—	186	186
Interest paid classified as operating cash flows	—	(186)	(186)
Other non-cash movements	—	1,454	1,454
	<u>          </u>	<u>          </u>	<u>          </u>
At 31 December 2017 and 1 January 2018	468,126	3,465	471,591
Changes from financing cash flows	(435,000)	(1,794)	(436,794)
Interest expense	—	199	199
Interest paid classified as operating cash flows	—	(199)	(199)
Other non-cash movements	—	2,238	2,238
	<u>          </u>	<u>          </u>	<u>          </u>
At 31 December 2018 and 1 January 2019	33,126	3,909	37,035
Changes from financing cash flows	(411)	(2,939)	(3,350)
Interest expense	—	351	351
Interest paid classified as operating cash flows	—	(351)	(351)
Acquisitions of subsidiaries	—	7,001	7,001
Other non-cash movements	—	35	35
	<u>          </u>	<u>          </u>	<u>          </u>
At 31 December 2019 and 1 January 2020	32,715	8,006	40,721
Changes from financing cash flows	103,721	(1,471)	102,250
Interest expense	—	112	112
Interest paid classified as operating cash flows	—	(112)	(112)
Other non-cash movements	—	1,939	1,939
	<u>          </u>	<u>          </u>	<u>          </u>
At 30 April 2020	<u>136,436</u>	<u>8,474</u>	<u>144,910</u>

**(c) Total cash outflow for leases**

The total cash outflow for leases included in the statement of cash flows is as follows:

	<u>Year ended 31 December</u>			<u>Four months ended</u>
	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>30 April</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>2020</i>
				<i>RMB'000</i>
Within operating activities	10,366	11,002	23,400	5,822
Within financing activities	993	1,794	2,939	1,471
	<u>          </u>	<u>          </u>	<u>          </u>	<u>          </u>
Total	<u>11,359</u>	<u>12,796</u>	<u>26,339</u>	<u>7,293</u>

**28. COMMITMENTS**

At the end of each of the Relevant Periods, the Group did not have any material capital commitment and Group has no lease contracts that have not yet commenced as at the end of each of the Relevant Periods.

## 29. RELATED PARTY TRANSACTIONS

## (1) Transactions with related parties

	Year ended 31 December			Four months ended 30 April	
	2017	2018	2019	2019	2020
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000
				(Unaudited)	
Residential property management service income:					
Fellow subsidiaries	55,206	97,262	232,941	49,598	103,296
Joint ventures of KWG					
Holdings	43,542	55,754	94,269	19,939	38,538
Associates of the KWG					
Holdings	—	4,419	14,214	2,643	2,809
	<u>98,748</u>	<u>157,435</u>	<u>341,424</u>	<u>72,180</u>	<u>144,643</u>
Commercial property management and operational service income:					
Fellow subsidiaries	39,623	100,229	171,956	54,239	62,500
Joint ventures of KWG					
Holdings	8,074	16,281	14,403	3,082	6,695
Other related parties	—	—	376	6	374
	<u>47,697</u>	<u>116,510</u>	<u>186,735</u>	<u>57,327</u>	<u>69,569</u>
Rental cost and expenses:					
Fellow subsidiaries	<u>8,685</u>	<u>10,378</u>	<u>14,034</u>	<u>3,116</u>	<u>3,742</u>
Information technology expenses:					
KWG Holdings	<u>—</u>	<u>—</u>	<u>2,000</u>	<u>667</u>	<u>667</u>

Other related parties are entities that are controlled by Mr. Kong Jiantao, an executive director of KWG Holdings.

The prices for the above services fees and other transactions were determined in accordance with the terms mutually agreed by the contracting parties.

## (2) Outstanding balances with related parties

	As at 31 December			As at
	2017	2018	2019	30 April
	RMB'000	RMB'000	RMB'000	2020
				RMB'000
<b>Prepayments and receivables from related parties</b>				
Trade receivables				
Fellow subsidiaries	105,663	209,986	393,985	470,754
Joint ventures of KWG Holdings	33,023	40,001	46,716	71,661
Associates of KWG Holdings	—	1,627	8,845	4,920
	<u>138,686</u>	<u>251,614</u>	<u>449,546</u>	<u>547,335</u>
Prepayments and other receivables				
Fellow subsidiaries	7,423	8,961	12,019	10,482
Joint ventures of KWG Holdings	608,167	555,938	549,671	547,304
Other related parties	3	3	44	38
	<u>615,593</u>	<u>564,902</u>	<u>561,734</u>	<u>557,824</u>
<b>Payables to related parties</b>				
Trade payables				
Fellow subsidiaries	1,240	2,153	9,521	14,199
Joint ventures of KWG Holdings	7,117	4,554	9,409	9,409
	<u>8,357</u>	<u>6,707</u>	<u>18,930</u>	<u>23,608</u>
Other payables				
Fellow subsidiaries	305,270	394,445	792,362	865,747
Joint ventures of KWG Holdings	432,451	195,643	25,431	25,377
Other related parties	—	—	1,130	—
	<u>737,721</u>	<u>590,088</u>	<u>818,923</u>	<u>891,124</u>
Lease liabilities				
Fellow subsidiaries	1,832	1,512	1,180	1,200
Contract liabilities				
Fellow subsidiaries	5,497	3,611	53	—
Joint ventures of KWG Holdings	—	—	11,029	12,110
	<u>5,497</u>	<u>3,611</u>	<u>11,082</u>	<u>12,110</u>

The Group's outstanding balances of trade receivables, trade payables, lease liabilities and contract liabilities with related parties are trade in nature; and the outstanding balances of prepayments and other receivables and other payables with related parties are non-trade in nature.

## (3) Compensation of key management personnel of the Group

	Year ended 31 December			Four months ended 30 April	
	2017	2018	2019	2019	2020
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Salaries, allowance and benefits in kind	3,812	4,372	6,775	2,926	1,592
Pension scheme contributions	196	170	277	96	31
	<u>4,008</u>	<u>4,542</u>	<u>7,052</u>	<u>3,022</u>	<u>1,623</u>

(Unaudited)

Further details of directors' and the chief executive's emoluments are included in note 8 to the Historical Financial Information.

## (4) Financial guarantee with related parties

	As at 31 December			As at
	2017	2018	2019	30 April
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Provision of financial guarantee for bank loans of an entity controlled by KWG Holdings — maximum exposure	<u>1,500,000</u>	<u>1,482,000</u>	<u>1,456,000</u>	<u>1,455,000</u>

The fair values of the above financial guarantees are insignificant at initial recognition.

Please refer to notes 21 and 32 to the Historical Financial Information for details.

## 30. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments as at the end of each of the Relevant Periods are as follows:

	As at 31 December			As at
	2017	2018	2019	30 April
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Financial assets — Financial assets at amortised cost				
Trade receivables	215,185	326,765	567,272	707,019
Financial assets included in prepayments, other receivables and other assets	677,122	649,520	676,235	678,973
Restricted cash	28,976	30,077	18,652	16,281
Cash and cash equivalents	<u>253,505</u>	<u>175,990</u>	<u>416,765</u>	<u>423,466</u>
	<u>1,174,788</u>	<u>1,182,352</u>	<u>1,678,924</u>	<u>1,825,739</u>

	As at 31 December			As at
	2017	2018	2019	30 April
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	2020
				<i>RMB'000</i>
Financial liabilities — Financial liabilities at amortised cost				
Trade payables	98,501	127,807	176,533	176,174
Lease liabilities	3,465	3,909	8,006	8,474
Financial liabilities included in other payables and accruals	<u>863,553</u>	<u>750,532</u>	<u>1,069,034</u>	<u>1,155,775</u>
	<u>965,519</u>	<u>882,248</u>	<u>1,253,573</u>	<u>1,340,423</u>

### 31. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, restricted cash, trade receivables, trade payables, financial assets included in prepayments, other receivables and other assets, and financial liabilities included in other payables and accrual, approximate to their carrying amounts largely due to the short term maturities of these instruments.

#### Fair value hierarchy

The Group did not hold any financial assets and liabilities measured at fair value as at 31 December 2017, 2018 and 2019 and 30 April 2020.

### 32. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise cash and cash equivalents, restricted cash, trade and other receivables, trade and other payables, which arise directly from its operations. The Group has other financial assets and liabilities such as lease liabilities. The main purpose of these financial instruments is to raise finance for the Group's operations.

The main risks arising from the Group's financial instruments are credit risk and liquidity risk. The Group's overall risk management programme focuses on minimising potential adverse effects of these risks, with material impact, on the Group's financial performance. The board of directors of the Company reviews and agrees policies for managing each of these risks and they are summarised below.

#### (a) Credit risk

The Group is exposed to credit risk in relation to its trade receivables, other receivables, cash and cash equivalents and restricted cash.

The Group expects that there is no significant credit risk associated with cash and cash equivalents and restricted cash since they are substantially deposited at state-owned banks and other medium or large-sized listed banks in Mainland China. Management does not expect that there will be any significant losses from non-performance by these banks.

The Group expects that the credit risk associated with trade receivables and other receivables from related parties is considered to be low, since related parties have strong financial capacity and commitment to meet contractual cash flow obligation in the near term. Thus, the impairment provision recognised during the Relevant Periods was minimal for the trade receivables and other receivables from related parties.

There are no significant concentrations of credit risk for trade receivables and other receivables from third parties as the customer bases of the Group's trade receivables and other receivables from third parties are widely dispersed. In addition, receivable balances are monitored on an ongoing basis.



*Maximum exposure and year/period-end staging as at 31 December 2017, 2018 and 2019 and 30 April 2020*

The tables below show the credit quality and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year/period-end staging classification as at 31 December 2017, 2018 and 2019 and 30 April 2020. The amounts presented from third parties are gross carrying amounts for financial assets.

*31 December 2017*

	<b>12-month ECLs</b>		<b>Lifetime ECLs</b>		<b>Total</b>
	<b>Stage 1</b>	<b>Stage 2</b>	<b>Stage 3</b>	<b>Simplified approach</b>	
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	
Trade receivables*	—	—	—	219,358	219,358
Financial assets included in prepayments, other receivables and other assets					
— Normal**	646,603	—	—	—	646,603
— Doubtful**	—	31,885	—	—	31,885
Restricted cash					
— Not yet past due	28,976	—	—	—	28,976
Cash and cash equivalents					
— Not yet past due	253,505	—	—	—	253,505
	<u>929,084</u>	<u>31,885</u>	<u>—</u>	<u>219,358</u>	<u>1,180,327</u>

*31 December 2018*

	<b>12-month ECLs</b>		<b>Lifetime ECLs</b>		<b>Total</b>
	<b>Stage 1</b>	<b>Stage 2</b>	<b>Stage 3</b>	<b>Simplified approach</b>	
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	
Trade receivables*	—	—	—	330,637	330,637
Financial assets included in prepayments, other receivables and other assets					
— Normal**	601,990	—	—	—	601,990
— Doubtful**	—	49,922	—	—	49,922
Restricted cash					
— Not yet past due	30,077	—	—	—	30,077
Cash and cash equivalents					
— Not yet past due	175,990	—	—	—	175,990
	<u>808,057</u>	<u>49,922</u>	<u>—</u>	<u>330,637</u>	<u>1,188,616</u>

31 December 2019

	12-month ECLs		Lifetime ECLs		Total RMB'000
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RMB'000	RMB'000	RMB'000	RMB'000	
Trade receivables*	—	—	—	576,416	576,416
Financial assets included in prepayments, other receivables and other assets					
— Normal**	616,095	—	—	—	616,095
— Doubtful**	—	63,983	—	—	63,983
Restricted cash					
— Not yet past due	18,652	—	—	—	18,652
Cash and cash equivalents					
— Not yet past due	416,765	—	—	—	416,765
	<u>1,051,512</u>	<u>63,983</u>	<u>—</u>	<u>576,416</u>	<u>1,691,911</u>

30 April 2020

	12-month ECLs		Lifetime ECLs		Total RMB'000
	Stage 1	Stage 2	Stage 3	Simplified approach	
	RMB'000	RMB'000	RMB'000	RMB'000	
Trade receivables*	—	—	—	712,927	712,927
Financial assets included in prepayments, other receivables and other assets					
— Normal**	616,299	—	—	—	616,299
— Doubtful**	—	67,445	—	—	67,445
Restricted cash					
— Not yet past due	16,281	—	—	—	16,281
Cash and cash equivalents					
— Not yet past due	423,466	—	—	—	423,466
	<u>1,056,046</u>	<u>67,445</u>	<u>—</u>	<u>712,927</u>	<u>1,836,418</u>

\* For trade receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 19 to the Historical Financial Information.

\*\* The credit quality of the financial assets included in prepayments, other receivables and other assets is considered to be “normal” when they are not past due and there is no information indicating that the financial assets had a significant increase in credit risk since initial recognition. Otherwise, the credit quality of the financial assets is considered to be “doubtful”.

**(b) Liquidity risk**

Liquidity risk is the risk that the Group will encounter difficulty in meeting financial obligation due to shortage of funds. The Group's exposure to liquidity risk arises primarily from mismatches of the maturities of financial assets and liabilities. The Group's objective is to maintain a balance between continuity of funding to finance its working capital needs as well as capital expenditure.

The table below analyses the maturity profile of the Group's financial liabilities as at the end of each of the Relevant Periods, which is based on contractual undiscounted payments.

*As at 31 December 2017*

	<b>On demand</b>	<b>Less than 1 year</b>	<b>1 to 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade payables	14,017	84,484	—	—	98,501
Lease liabilities	—	1,454	1,431	1,320	4,205
Financial liabilities included in other payables and accruals	749,125	114,428	—	—	863,553
Financial guarantee given to banks in connection with bank loans granted to a fellow subsidiary	<u>1,500,000</u>	—	—	—	<u>1,500,000</u>
	<u>2,263,142</u>	<u>200,366</u>	<u>1,431</u>	<u>1,320</u>	<u>2,466,259</u>

*As at 31 December 2018*

	<b>On demand</b>	<b>Less than 1 year</b>	<b>1 to 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade payables	29,142	98,665	—	—	127,807
Lease liabilities	—	2,127	1,230	1,200	4,557
Financial liabilities included in other payables and accruals	625,316	125,216	—	—	750,532
Financial guarantee given to banks in connection with bank loans granted to a fellow subsidiary	<u>1,482,000</u>	—	—	—	<u>1,482,000</u>
	<u>2,136,458</u>	<u>226,008</u>	<u>1,230</u>	<u>1,200</u>	<u>2,364,896</u>

*As at 31 December 2019*

	<b>On demand</b>	<b>Less than 1 year</b>	<b>1 to 5 years</b>	<b>Over 5 years</b>	<b>Total</b>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade payables	24,321	152,212	—	—	176,533
Lease liabilities	—	3,512	4,190	1,080	8,782
Financial liabilities included in other payables and accruals	883,992	185,042	—	—	1,069,034
Financial guarantee given to banks in connection with bank loans granted to a fellow subsidiary	<u>1,456,000</u>	—	—	—	<u>1,456,000</u>
	<u>2,364,313</u>	<u>340,766</u>	<u>4,190</u>	<u>1,080</u>	<u>2,710,349</u>

As at 30 April 2020

	<u>On demand</u>	<u>Less than 1 year</u>	<u>1 to 5 years</u>	<u>Over 5 years</u>	<u>Total</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Trade payables	66,206	109,968	—	—	176,174
Lease liabilities	—	3,708	4,452	1,080	9,240
Financial liabilities included in other payables and accruals	985,760	170,015	—	—	1,155,775
Financial guarantee given to banks in connection with bank loans granted to a fellow subsidiary	<u>1,455,000</u>	<u>—</u>	<u>—</u>	<u>—</u>	<u>1,455,000</u>
	<u>2,506,966</u>	<u>283,691</u>	<u>4,452</u>	<u>1,080</u>	<u>2,796,189</u>

As at 31 December 2017, 2018 and 2019 and 30 April 2020, the bank loans of RMB1,500,000,000, RMB1,482,000,000, RMB1,456,000,000 and RMB1,455,000,000, respectively, of an entity controlled by KWG Holdings, i.e., a fellow subsidiary of the Company, were jointly guaranteed by a subsidiary of the Company and KWG Holdings, and pledged by certain properties of KWG Group and certain cash at bank of the Group. The fair values of the above financial guarantees are insignificant at initial recognition.

**(c) Interest rate risk and foreign currency risk**

The Group is not exposed to material interest rate risk and foreign currency risk.

**(d) Capital management**

The Group's primary objectives for managing capital are to safeguard the Group's ability to continue as a going concern and to maintain healthy capital ratio in order to support its business and maximise shareholders' value.

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No change was made in the objectives, policies or processes for managing capital during the Relevant Periods.

The Group monitors capital using a current ratio, which is total current assets divided by total current liabilities, and liabilities to assets ratio, which is total liabilities divided by total assets. The current ratios and liabilities to assets ratios at the end of each of the Relevant Periods are as follows:

	<u>As at 31 December</u>			<u>As at 30 April 2020</u>
	<u>2017</u>	<u>2018</u>	<u>2019</u>	<u>2020</u>
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
Total current assets	1,181,902	1,190,541	1,707,242	1,855,116
Total current liabilities	1,074,615	1,013,543	1,537,767	1,639,089
Total assets	1,197,802	1,216,350	1,962,186	2,104,159
Total liabilities	<u>1,077,665</u>	<u>1,016,531</u>	<u>1,564,758</u>	<u>1,664,734</u>
Current ratio	<u>1.10</u>	<u>1.17</u>	<u>1.11</u>	<u>1.13</u>
Liabilities to assets ratio	<u>0.90</u>	<u>0.84</u>	<u>0.80</u>	<u>0.79</u>

## 33. EVENTS AFTER THE REPORTING PERIOD

- (a) Towards the end of 2019, an outbreak of respiratory illness caused by a coronavirus (COVID-19) quickly spread globally and throughout China. The outbreak has led the Group to implement various measures in its property management projects to prevent transmission of or mitigate exposure to disease. The Group constantly monitors the status of the COVID-19 outbreak, as well as the various regulatory and administrative measures adopted by local governments, to prevent and control the pandemic. Up to the date of this report, the Group is not aware of any material adverse effects on the financial statements as a result of the COVID-19 outbreak. The Group will continue to monitor the development of COVID-19 and react actively to its impact on the financial position and operating results of the Group.
- (b) On 24 June 2020, the Company adopted a share incentive scheme (the "Share Incentive Scheme"). As part of the arrangement under the Share Incentive Scheme, (i) KWG Holdings subscribed 35 shares of the Company at par (the "Subscription"); and (ii) KWG Holdings transferred its entire issued share capital in Happy Harmony International Limited (the "Happy Harmony") to an employee at a consideration of US\$6,075,000 (the "Share Transfer").

Upon completion of the Subscription and the Share Transfer, the Company became owned as to approximately 97.22% by KWG Holdings and 2.78% by such employee through Happy Harmony.

- (c) An equity acquisition agreement dated 21 August 2020 entered into between Hejing Youhuo, Nanjing Yonghe Property Management Co., Ltd. ("Nanjing Yonghe"), and Nanjing Junyue Property Management Co., Ltd. ("Nanjing Junyue") pursuant to which Nanjing Yonghe agreed to transfer the entire equity interest in Nanjing Junyue to Hejing Youhuo at a total consideration of RMB2,418,418.
- (d) An equity acquisition agreement dated 28 August 2020 entered into between Guangzhou Junhua Property Service Co., Ltd. ("Guangzhou Junhua") and Hejing Youhuo pursuant to which Guangzhou Junhua agreed to transfer the entire equity interest in Suzhou Industrial Park Yitong Yaxin Property Management Co., Ltd. to Hejing Youhuo at a total consideration of RMB30,270,758.
- (e) Pursuant to the Company's board resolution dated 31 August 2020, the Company declared the 2020 interim dividend in a total amount of RMB200,000,000.
- (f) An equity transfer agreement dated 10 September 2020 entered into between Hunan Homeland Property Management Co., Ltd. ("Hunan Homeland"), Hejing Youhuo and Changsha Jiufeng Property Management Co. Ltd. ("Changsha Jiufeng") pursuant to which Hunan Homeland agreed to transfer the entire equity interest in Changsha Jiufeng to Hejing Youhuo at a total consideration of RMB28,448,906.
- (g) An equity acquisition agreement dated 15 September 2020 entered into between Hejing Youhuo, Hunan Huating Property Management Co., Ltd. ("Hunan Huating") and Changsha Yuanxin Property Management Co., Ltd. ("Changsha Yuanxin") pursuant to which Hunan Huating agreed to transfer the entire equity interest in Changsha Yuanxin to Hejing Youhuo at a total consideration of RMB5,026,376.
- (h) Guangzhou Huanyu Property Management Co., Ltd. ("Huanyu Property") was established in the PRC on 17 September 2020 and is an indirect non-wholly-owned subsidiary of the Company for the purpose of providing commercial property management services. Huanyu Property was owned as to 60% by Guangzhou Ningjun Property Management Company Limited, 26.8% by Guangzhou Wanjilong Real Estate Co., Ltd., an independent third party of the Group, and 13.2% by Guangzhou Weizhi Property Management Co., Ltd., an independent third party of the Group.
- (i) An equity acquisition agreement dated 29 September 2020 entered into between Jiang Lifan, Lin Ruyun, Guangzhou Ningjun Property Management Company Limited and Taizhou Yuncheng Property Management Co., Ltd. ("Taizhou Yuncheng") pursuant to which Jiang Lifan and Lin Ruyun agreed to transfer 60% of their equity interests in Taizhou Yuncheng to Guangzhou Ningjun Property Management Company Limited at a total consideration of RMB1,200,000.

- (j) On 13 October 2020, the financial guarantees provided by the Group for bank loans of an entity controlled by KWG Holdings, as disclosed in notes 21, 29 and 32, had been released.
- (k) As at the date of this report, the Group's non-trade balances with related parties as at 30 April 2020, as disclosed in note 29(2), had been settled.

**34. SUBSEQUENT FINANCIAL STATEMENTS**

No audited financial statements have been prepared by the Company, the Group or any of the companies now comprising the Group in respect of any period subsequent to 30 April 2020.

## APPENDIX II      UNAUDITED PRO FORMA FINANCIAL INFORMATION

The following information does not form part of the Accountants' Report prepared by Ernst & Young, Certified Public Accountants, Hong Kong, the reporting accountants of the Company, as set forth in Appendix I to this prospectus, and is included herein for information only.

The unaudited pro forma financial information should be read in conjunction with the section headed "Financial Information" in this prospectus and the Accountants' Report set forth in Appendix I to the prospectus.

### A. UNAUDITED PRO FORMA ADJUSTED COMBINED NET TANGIBLE ASSETS

The following statement of unaudited pro forma adjusted combined net tangible assets attributable to the owners of the parent has been prepared in accordance with rule 4.29 of the Listing Rules and with reference to Accounting Guideline 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants for illustration purpose only, and is set out below to illustrate the effect of the Global Offering on the combined net tangible assets attributable to the owners of the parent as at 30 April 2020 as if the Global Offering had taken place on 30 April 2020.

The unaudited pro forma adjusted combined net tangible assets attributable to the owners of the parent has been prepared for illustrative purposes only and because of its hypothetical nature, it may not give a true picture of the financial position of the Group had the Global Offering been completed as at 30 April 2020 or any future date. It is prepared based on the combined net tangible assets attributable to the owners of the parent as at 30 April 2020 as set out in the Accountants' Report as set out in Appendix I to the prospectus, and adjusted as described below.

	<b>Combined net tangible assets attributable to owners of the parent as at 30 April 2020</b>	<b>Estimated net proceeds from the Global Offering</b>	<b>Unaudited pro forma adjusted combined net tangible assets attributable to owners of the parent</b>	<b>Unaudited pro forma adjusted combined net tangible assets attributable to owners of the parent per Share</b>	
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB</i>	<i>HK\$</i>
	<i>(Note 1)</i>	<i>(Notes 2 and 4)</i>		<i>(Note 3)</i>	<i>(Note 4)</i>
Based on an Offer Price of HK\$7.00 per Share	217,007	2,237,456	2,454,463	1.22	1.39
Based on an Offer Price of HK\$8.13 per Share	217,007	2,603,147	2,820,154	1.40	1.60

Notes:

- (1) The combined net tangible assets attributable to owners of the parent as at 30 April 2020 is extracted from the Accountants' Report set out in Appendix I to this prospectus, which is based on the audited combined net assets attributable to owners of the parent as at 30 April 2020 of RMB426,158,000 less goodwill of RMB134,718,000 and other intangible assets of RMB74,433,000.



- (2) The estimated net proceeds from the Global Offering are based on the Offer Price of HK\$7.00 per Share or HK\$8.13 per Share, after deduction of the underwriting fees and other related expenses payable by the Group and does not take into account of any shares which may be issued upon the exercise of the Over-allotment Option.
- (3) The unaudited pro forma adjusted combined net tangible assets attributable to owners of the parent per Share is arrived at after the adjustments referred to in the preceding paragraphs and on the basis that 2,017,810,233 Shares in issue immediately upon the completion of the Capitalisation Issue and the Global Offering, assuming that the Capitalisation Issue and the Global Offering has been completed on 30 April 2020 for the purpose of the pro forma financial information and does not take into account of any shares which may be issued upon the exercise of the Over-allotment Option.
- (4) The unaudited pro forma adjusted combined net tangible assets attributable to owners of the parent have not taken into account the dividend of RMB200,000,000 declared on 31 August 2020. Had the dividend been taken into account, the unaudited pro forma adjusted combined net tangible assets attributable to owners of the parent per Share would be HK\$1.28 per Share (based on the Offer Price of HK\$7.00 per Share) or HK\$1.49 per Share (based on the Offer Price of HK\$8.13 per Share).
- (5) For the purpose of this unaudited pro forma adjusted combined net tangible assets, the estimated net proceeds from the Global Offering are converted from Hong Kong dollars into Renminbi (“RMB”) at an exchange rate of HK\$1.00 to RMB0.8748 and the unaudited pro forma adjusted combined net tangible assets attributable to owners of the parent per Share is converted from RMB to Hong Kong dollars at the same exchange rate. No representation is made that Renminbi amounts have been, could have been or may be converted to Hong Kong dollars, or vice versa, at that rate.
- (6) No adjustment has been made to reflect any trading result or other transactions of the Group entered into subsequent to 30 April 2020.

**B.    REPORT ON THE UNAUDITED PRO FORMA FINANCIAL INFORMATION**

*The following is the text of a report, prepared for the purpose of incorporation in this Prospectus, received from the reporting accountants, Ernst & Young, Certified Public Accountants, Hong Kong, in respect of the unaudited pro forma financial information.*

**INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE  
COMPILATION OF PRO FORMA FINANCIAL INFORMATION**

22/F, CITIC Tower  
1 Tim Mei Avenue  
Central, Hong Kong

**To the Directors of KWG Living Group Holdings Limited**

We have completed our assurance engagement to report on the compilation of pro forma financial information of KWG Living Group Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The pro forma financial information consists of the pro forma combined net tangible assets as at 30 April 2020 and related notes as set out on pages II-1 to II-2 of the prospectus dated 19 October 2020 (the “Prospectus”) issued by the Company (the “Pro Forma Financial Information”). The applicable criteria on the basis of which the Directors have compiled the Pro Forma Financial Information are described on page II-1 of Appendix II to the Prospectus.

The Pro Forma Financial Information has been compiled by the Directors to illustrate the impact of the global offering of shares of the Company on the Group’s financial position as at 30 April 2020 as if the transaction had taken place at 30 April 2020. As part of this process, information about the Group’s financial position has been extracted by the Directors from the Group’s financial statements for the four months ended 30 April 2020, on which an accountants’ report has been published.

**Directors’ responsibility for the Pro Forma Financial Information**

The Directors are responsible for compiling the Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and with reference to Accounting Guideline (“AG”) 7 *Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars* issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

**Our independence and quality control**

We have complied with the independence and other ethical requirements of the *Code of Ethics for Professional Accountants* issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

Our firm applies Hong Kong Standard on Quality Control 1 *Quality Control for Firms that Perform Audits and Reviews of Financial Statements, and Other Assurance and Related Services Engagements*, and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

### **Reporting accountants' responsibilities**

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 *Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus* issued by the HKICPA. This standard requires that the reporting accountants plan and perform procedures to obtain reasonable assurance about whether the Directors have compiled the Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Pro Forma Financial Information.

The purpose of the Pro Forma Financial Information included in the Prospectus is solely to illustrate the impact of the global offering of shares of the Company on unadjusted financial information of the Group as if the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the transaction would have been as presented.

A reasonable assurance engagement to report on whether the Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the transaction, and to obtain sufficient appropriate evidence about whether:

- the related pro forma adjustments give appropriate effect to those criteria; and
- the Pro Forma Financial Information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountants' judgment, having regard to the reporting accountants' understanding of the nature of the Group, the transaction in respect of which the Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

**Opinion**

In our opinion:

- (a) the Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purpose of the Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

Yours faithfully,

**Ernst & Young**  
*Certified Public Accountants*  
Hong Kong  
19 October 2020

Set out below is a summary of certain provisions of the Memorandum and Articles of Association of the Company and of certain aspects of Cayman company law.

The Company was incorporated in the Cayman Islands as an exempted company with limited liability on September 11, 2019 under the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands (the “**Companies Law**”). The Company’s constitutional documents consist of its Memorandum of Association (the “**Memorandum**”) and its Articles of Association (the “**Articles**”).

## 1. MEMORANDUM OF ASSOCIATION

- (a) The Memorandum states, *inter alia*, that the liability of members of the Company is limited to the amount, if any, for the time being unpaid on the shares respectively held by them and that the objects for which the Company is established are unrestricted (including acting as an investment company), and that the Company shall have and be capable of exercising all the functions of a natural person of full capacity irrespective of any question of corporate benefit, as provided in section 27(2) of the Companies Law and in view of the fact that the Company is an exempted company that the Company will not trade in the Cayman Islands with any person, firm or corporation except in furtherance of the business of the Company carried on outside the Cayman Islands.
- (b) The Company may by special resolution alter its Memorandum with respect to any objects, powers or other matters specified therein.

## 2. ARTICLES OF ASSOCIATION

The Articles were conditionally adopted on October 9, 2020 with effect from the Listing Date. The following is a summary of certain provisions of the Articles:

### (a) Shares

#### (i) *Classes of shares*

The share capital of the Company consists of ordinary shares.

#### (ii) *Variation of rights of existing shares or classes of shares*

Subject to the Companies Law, if at any time the share capital of the Company is divided into different classes of shares, all or any of the special rights attached to the shares or any class of shares may (unless otherwise provided for by the terms of issue of that class) be varied, modified or abrogated either with the consent in writing of the holders of not less than three-fourths in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of that class. To every such separate general meeting the provisions of the Articles relating to general meetings will *mutatis mutandis* apply, but so that the necessary quorum (other than at an adjourned meeting) shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class and at any adjourned meeting two holders present in person or by proxy (whatever the number of shares held by them) shall be a quorum. Every holder of shares of the class shall be entitled to one vote for every such share held by him.

Any special rights conferred upon the holders of any shares or class of shares shall not, unless otherwise expressly provided in the rights attaching to the terms of issue of such shares, be deemed to be varied by the creation or issue of further shares ranking *pari passu* therewith.

***(iii) Alteration of capital***

The Company may by ordinary resolution of its members:

- (i) increase its share capital by the creation of new shares;
- (ii) consolidate all or any of its capital into shares of larger amount than its existing shares;
- (iii) divide its shares into several classes and attach to such shares any preferential, deferred, qualified or special rights, privileges, conditions or restrictions as the Company in general meeting or as the directors may determine;
- (iv) subdivide its shares or any of them into shares of smaller amount than is fixed by the Memorandum; or
- (v) cancel any shares which, at the date of passing of the resolution, have not been taken and diminish the amount of its capital by the amount of the shares so cancelled.

The Company may reduce its share capital or any capital redemption reserve or other undistributable reserve in any way by special resolution.

***(iv) Transfer of shares***

All transfers of shares may be effected by an instrument of transfer in the usual or common form or in a form prescribed by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or in such other form as the board may approve and which may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the board may approve from time to time.

Notwithstanding the foregoing, for so long as any shares are listed on the Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to and the rules and regulations of the Stock Exchange that are or shall be applicable to such listed shares. The register of members in respect of its listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Law in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the rules and regulations of the Stock Exchange that are or shall be applicable to such listed shares.

The instrument of transfer shall be executed by or on behalf of the transferor and the transferee provided that the board may dispense with the execution of the instrument of transfer by the transferee. The transferor shall be deemed to remain the holder of the share until the name of the transferee is entered in the register of members in respect of that share.

The board may, in its absolute discretion, at any time transfer any share upon the principal register to any branch register or any share on any branch register to the principal register or any other branch register.

The board may decline to recognise any instrument of transfer unless a fee (not exceeding the maximum sum as the Stock Exchange may determine to be payable) determined by the Directors is paid to the Company, the instrument of transfer is properly stamped (if applicable), it is in respect of only one class of share and is lodged at the relevant registration office or registered office or such other place at which the principal register is kept accompanied by the relevant share certificate(s) and such other evidence as the board may reasonably require to show the right of the transferor to make the transfer (and if the instrument of transfer is executed by some other person on his behalf, the authority of that person so to do).

The registration of transfers may be suspended and the register closed on giving notice by advertisement in any newspaper or by any other means in accordance with the requirements of the Stock Exchange, at such times and for such periods as the board may determine. The register of members must not be closed for periods exceeding in the whole thirty (30) days in any year.

Subject to the above, fully paid shares are free from any restriction on transfer and free of all liens in favour of the Company.

***(v) Power of the Company to purchase its own shares***

The Company is empowered by the Companies Law and the Articles to purchase its own shares subject to certain restrictions and the board may only exercise this power on behalf of the Company subject to any applicable requirements imposed from time to time by the Stock Exchange.

Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender must be limited to a maximum price determined by the Company in general meeting. If purchases are by tender, tenders must be made available to all members alike.

The board may accept the surrender for no consideration of any fully paid share.

***(vi) Power of any subsidiary of the Company to own shares in the Company***

There are no provisions in the Articles relating to ownership of shares in the Company by a subsidiary.



*(vii) Calls on shares and forfeiture of shares*

The board may from time to time make such calls upon the members in respect of any monies unpaid on the shares held by them respectively (whether on account of the nominal value of the shares or by way of premium). A call may be made payable either in one lump sum or by installments. If the sum payable in respect of any call or instalment is not paid on or before the day appointed for payment thereof, the person or persons from whom the sum is due shall pay interest on the same at such rate not exceeding twenty per cent. (20%) per annum as the board may agree to accept from the day appointed for the payment thereof to the time of actual payment, but the board may waive payment of such interest wholly or in part. The board may, if it thinks fit, receive from any member willing to advance the same, either in money or money's worth, all or any part of the monies uncalled and unpaid or installments payable upon any shares held by him, and upon all or any of the monies so advanced the Company may pay interest at such rate (if any) as the board may decide.

If a member fails to pay any call on the day appointed for payment thereof, the board may serve not less than fourteen (14) clear days' notice on him requiring payment of so much of the call as is unpaid, together with any interest which may have accrued and which may still accrue up to the date of actual payment and stating that, in the event of non-payment at or before the time appointed, the shares in respect of which the call was made will be liable to be forfeited.

If the requirements of any such notice are not complied with, any share in respect of which the notice has been given may at any time thereafter, before the payment required by the notice has been made, be forfeited by a resolution of the board to that effect. Such forfeiture will include all dividends and bonuses declared in respect of the forfeited share and not actually paid before the forfeiture.

A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares but shall, notwithstanding, remain liable to pay to the Company all monies which, at the date of forfeiture, were payable by him to the Company in respect of the shares, together with (if the board shall in its discretion so require) interest thereon from the date of forfeiture until the date of actual payment at such rate not exceeding twenty per cent. (20%) per annum as the board determines.

**(b) Directors***(i) Appointment, retirement and removal*

At each annual general meeting, one third of the Directors for the time being (or if their number is not a multiple of three, then the number nearest to but not less than one third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. The Directors to retire by rotation shall include any Director who wishes to retire and not offer himself for re-election. Any further Directors so to retire shall be those who have been longest in office since their last re-election or appointment but as between persons who became or were last re-elected Directors on the same day those to retire will (unless they otherwise agree among themselves) be determined by lot.

Neither a Director nor an alternate Director is required to hold any shares in the Company by way of qualification. Further, there are no provisions in the Articles relating to retirement of Directors upon reaching any age limit.

The Directors have the power to appoint any person as a Director either to fill a casual vacancy on the board or as an addition to the existing board. Any Director appointed to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and any Director appointed as an addition to the existing board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

A Director may be removed by an ordinary resolution of the Company before the expiration of his period of office (but without prejudice to any claim which such Director may have for damages for any breach of any contract between him and the Company) and members of the Company may by ordinary resolution appoint another in his place. Unless otherwise determined by the Company in general meeting, the number of Directors shall not be less than two. There is no maximum number of Directors.

The office of director shall be vacated if:

- (aa) he resigns by notice in writing delivered to the Company;
- (bb) he becomes of unsound mind or dies;
- (cc) without special leave, he is absent from meetings of the board for six (6) consecutive months, and the board resolves that his office is vacated;
- (dd) he becomes bankrupt or has a receiving order made against him or suspends payment or compounds with his creditors;
- (ee) he is prohibited from being a director by law; or
- (ff) he ceases to be a director by virtue of any provision of law or is removed from office pursuant to the Articles.

The board may appoint one or more of its body to be managing director, joint managing director, or deputy managing director or to hold any other employment or executive office with the Company for such period and upon such terms as the board may determine and the board may revoke or terminate any of such appointments. The board may delegate any of its powers, authorities and discretions to committees consisting of such Director or Directors and other persons as the board thinks fit, and it may from time to time revoke such delegation or revoke the appointment of and discharge any such committees either wholly or in part, and either as to persons or purposes, but every committee so formed must, in the exercise of the powers, authorities and discretions so delegated, conform to any regulations that may from time to time be imposed upon it by the board.

*(ii) Power to allot and issue shares and warrants*

Subject to the provisions of the Companies Law and the Memorandum and Articles and to any special rights conferred on the holders of any shares or class of shares, any share may be issued (a) with or have attached thereto such rights, or such restrictions, whether with regard to dividend, voting, return of capital, or otherwise, as the Directors may determine, or (b) on terms that, at the option of the Company or the holder thereof, it is liable to be redeemed.

The board may issue warrants or convertible securities or securities of similar nature conferring the right upon the holders thereof to subscribe for any class of shares or securities in the capital of the Company on such terms as it may determine.

Subject to the provisions of the Companies Law and the Articles and, where applicable, the rules of the Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, all unissued shares in the Company are at the disposal of the board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times, for such consideration and on such terms and conditions as it in its absolute discretion thinks fit, but so that no shares shall be issued at a discount to their nominal value.

Neither the Company nor the board is obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the board, be unlawful or impracticable. Members affected as a result of the foregoing sentence shall not be, or be deemed to be, a separate class of members for any purpose whatsoever.

*(iii) Power to dispose of the assets of the Company or any of its subsidiaries*

There are no specific provisions in the Articles relating to the disposal of the assets of the Company or any of its subsidiaries. The Directors may, however, exercise all powers and do all acts and things which may be exercised or done or approved by the Company and which are not required by the Articles or the Companies Law to be exercised or done by the Company in general meeting.

*(iv) Borrowing powers*

The board may exercise all the powers of the Company to raise or borrow money, to mortgage or charge all or any part of the undertaking, property and assets and uncalled capital of the Company and, subject to the Companies Law, to issue debentures, bonds and other securities of the Company, whether outright or as collateral security for any debt, liability or obligation of the Company or of any third party.

*(v) Remuneration*

The ordinary remuneration of the Directors is to be determined by the Company in general meeting, such sum (unless otherwise directed by the resolution by which it is voted) to be divided amongst the Directors in such proportions and in such manner as the board may agree or, failing agreement, equally, except that any Director holding office for part only of the period in respect of which the remuneration is payable shall only rank in such division in proportion to the time during such period for which he held office. The Directors are also entitled to be prepaid or repaid all travelling, hotel and incidental expenses reasonably expected to be incurred or incurred by them in attending any board meetings, committee meetings or general meetings or separate meetings of any class of shares or of debentures of the Company or otherwise in connection with the discharge of their duties as Directors.

Any Director who, by request, goes or resides abroad for any purpose of the Company or who performs services which in the opinion of the board go beyond the ordinary duties of a Director may be paid such extra remuneration as the board may determine and such extra remuneration shall be in addition to or in substitution for any ordinary remuneration as a Director. An executive Director appointed to be a managing director, joint managing director, deputy managing director or other executive officer shall receive such remuneration and such other benefits and allowances as the board may from time to time decide. Such remuneration may be either in addition to or in lieu of his remuneration as a Director.

The board may establish or concur or join with other companies (being subsidiary companies of the Company or companies with which it is associated in business) in establishing and making contributions out of the Company's monies to any schemes or funds for providing pensions, sickness or compassionate allowances, life assurance or other benefits for employees (which expression as used in this and the following paragraph shall include any Director or past Director who may hold or have held any executive office or any office of profit with the Company or any of its subsidiaries) and ex-employees of the Company and their dependents or any class or classes of such persons.

The board may pay, enter into agreements to pay or make grants of revocable or irrevocable, and either subject or not subject to any terms or conditions, pensions or other benefits to employees and ex-employees and their dependents, or to any of such persons, including pensions or benefits additional to those, if any, to which such employees or ex-employees or their dependents are or may become entitled under any such scheme or fund as is mentioned in the previous paragraph. Any such pension or benefit may, as the board considers desirable, be granted to an employee either before and in anticipation of, or upon or at any time after, his actual retirement.

The board may resolve to capitalise all or any part of any amount for the time being standing to the credit of any reserve or fund (including a share premium account and the profit and loss account) whether or not the same is available for distribution by applying such sum in paying up unissued shares to be allotted to (i) employees (including directors) of the Company and/or its affiliates (meaning any individual, corporation, partnership, association, joint-stock company, trust, unincorporated association or other entity (other than the Company) that directly, or indirectly through one or more intermediaries,

controls, is controlled by or is under common control with, the Company) upon exercise or vesting of any options or awards granted under any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the members in general meeting, or (ii) any trustee of any trust to whom shares are to be allotted and issued by the Company in connection with the operation of any share incentive scheme or employee benefit scheme or other arrangement which relates to such persons that has been adopted or approved by the members in general meeting.

*(vi) Compensation or payments for loss of office*

Pursuant to the Articles, payments to any Director or past Director of any sum by way of compensation for loss of office or as consideration for or in connection with his retirement from office (not being a payment to which the Director is contractually entitled) must be approved by the Company in general meeting.

*(vii) Loans and provision of security for loans to Directors*

The Company must not make any loan, directly or indirectly, to a Director or his close associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong.

*(viii) Disclosure of interests in contracts with the Company or any of its subsidiaries*

A Director may hold any other office or place of profit with the Company (except that of the auditor of the Company) in conjunction with his office of Director for such period and upon such terms as the board may determine, and may be paid such extra remuneration therefor in addition to any remuneration provided for by or pursuant to the Articles. A Director may be or become a director or other officer of, or otherwise interested in, any company promoted by the Company or any other company in which the Company may be interested, and shall not be liable to account to the Company or the members for any remuneration, profits or other benefits received by him as a director, officer or member of, or from his interest in, such other company. The board may also cause the voting power conferred by the shares in any other company held or owned by the Company to be exercised in such manner in all respects as it thinks fit, including the exercise thereof in favour of any resolution appointing the Directors or any of them to be directors or officers of such other company, or voting or providing for the payment of remuneration to the directors or officers of such other company.

No Director or proposed or intended Director shall be disqualified by his office from contracting with the Company, either with regard to his tenure of any office or place of profit or as vendor, purchaser or in any other manner whatsoever, nor shall any such contract or any other contract or arrangement in which any Director is in any way interested be liable to be avoided, nor shall any Director so contracting or being so interested be liable to account to the Company or the members for any remuneration, profit or other benefits realised by any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with the Company must declare the

nature of his interest at the meeting of the board at which the question of entering into the contract or arrangement is first taken into consideration, if he knows his interest then exists, or in any other case, at the first meeting of the board after he knows that he is or has become so interested.

A Director shall not vote (nor be counted in the quorum) on any resolution of the board approving any contract or arrangement or other proposal in which he or any of his close associates is materially interested, but this prohibition does not apply to any of the following matters, namely:

- (aa) any contract or arrangement for giving to such Director or his close associate(s) any security or indemnity in respect of money lent by him or any of his close associates or obligations incurred or undertaken by him or any of his close associates at the request of or for the benefit of the Company or any of its subsidiaries;
- (bb) any contract or arrangement for the giving of any security or indemnity to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his close associate(s) has himself/themselves assumed responsibility in whole or in part whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (cc) any contract or arrangement concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase, where the Director or his close associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (dd) any contract or arrangement in which the Director or his close associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company; or
- (ee) any proposal or arrangement concerning the adoption, modification or operation of a share option scheme, a pension fund or retirement, death, or disability benefits scheme or other arrangement which relates both to Directors, his close associates and employees of the Company or of any of its subsidiaries and does not provide in respect of any Director, or his close associate(s), as such any privilege or advantage not accorded generally to the class of persons to which such scheme or fund relates.

**(c) Proceedings of the Board**

The board may meet for the despatch of business, adjourn and otherwise regulate its meetings as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes. In the case of an equality of votes, the chairman of the meeting shall have an additional or casting vote.



**(d) Alterations to constitutional documents and the Company's name**

The Articles may be rescinded, altered or amended by the Company in general meeting by special resolution. The Articles state that a special resolution shall be required to alter the provisions of the Memorandum, to amend the Articles or to change the name of the Company.

**(e) Meetings of members*****(i) Special and ordinary resolutions***

A special resolution of the Company must be passed by a majority of not less than three-fourths of the votes cast by such members as, being entitled so to do, vote in person or, in the case of such members as are corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with the Articles.

Under the Companies Law, a copy of any special resolution must be forwarded to the Registrar of Companies in the Cayman Islands within fifteen (15) days of being passed.

An ordinary resolution is defined in the Articles to mean a resolution passed by a simple majority of the votes of such members of the Company as, being entitled to do so, vote in person or, in the case of corporations, by their duly authorised representatives or, where proxies are allowed, by proxy at a general meeting of which notice has been duly given in accordance with the Articles.

***(ii) Voting rights and right to demand a poll***

Subject to any special rights or restrictions as to voting for the time being attached to any shares, at any general meeting on a poll every member present in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or installments is treated for the foregoing purposes as paid up on the share. A member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way.

At any general meeting a resolution put to the vote of the meeting is to be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands.

If a recognised clearing house (or its nominee(s)) is a member of the Company it may authorise such person or persons as it thinks fit to act as its representative(s) at any meeting of the Company or at any meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person authorised pursuant to this provision shall be deemed to have been duly authorised



without further evidence of the facts and be entitled to exercise the same powers on behalf of the recognised clearing house (or its nominee(s)) as if such person was the registered holder of the shares of the Company held by that clearing house (or its nominee(s)) including, where a show of hands is allowed, the right to vote individually on a show of hands.

Where the Company has any knowledge that any shareholder is, under the rules of the Stock Exchange, required to abstain from voting on any particular resolution of the Company or restricted to voting only for or only against any particular resolution of the Company, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.

***(iii) Annual general meetings and extraordinary general meetings***

The Company must hold an annual general meeting of the Company every year within a period of not more than fifteen (15) months after the holding of the last preceding annual general meeting or a period of not more than eighteen (18) months from the date of adoption of the Articles, unless a longer period would not infringe the rules of the Stock Exchange.

Extraordinary general meetings may be convened on the requisition of one or more shareholders holding, at the date of deposit of the requisition, not less than one-tenth of the paid up capital of the Company having the right of voting at general meetings. Such requisition shall be made in writing to the board or the secretary for the purpose of requiring an extraordinary general meeting to be called by the board for the transaction of any business specified in such requisition. Such meeting shall be held within 2 months after the deposit of such requisition. If within 21 days of such deposit, the board fails to proceed to convene such meeting, the requisitionist(s) himself/herself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the board shall be reimbursed to the requisitionist(s) by the Company.

***(iv) Notices of meetings and business to be conducted***

An annual general meeting must be called by notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days. All other general meetings must be called by notice of at least fourteen (14) clear days and not less than ten (10) clear business days. The notice is exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and must specify the time and place of the meeting and particulars of resolutions to be considered at the meeting and, in the case of special business, the general nature of that business.

In addition, notice of every general meeting must be given to all members of the Company other than to such members as, under the provisions of the Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, and also to, among others, the auditors for the time being of the Company.

Any notice to be given to or by any person pursuant to the Articles may be served on or delivered to any member of the Company personally, by post to such member's registered address or by advertisement in newspapers in accordance with the requirements

of the Stock Exchange. Subject to compliance with Cayman Islands law and the rules of the Stock Exchange, notice may also be served or delivered by the Company to any member by electronic means.

All business that is transacted at an extraordinary general meeting and at an annual general meeting is deemed special, save that in the case of an annual general meeting, each of the following business is deemed an ordinary business:

- (aa) the declaration and sanctioning of dividends;
- (bb) the consideration and adoption of the accounts and balance sheet and the reports of the directors and the auditors;
- (cc) the election of directors in place of those retiring;
- (dd) the appointment of auditors and other officers; and
- (ee) the fixing of the remuneration of the directors and of the auditors.

***(v) Quorum for meetings and separate class meetings***

No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the appointment of a chairman.

The quorum for a general meeting shall be two members present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy and entitled to vote. In respect of a separate class meeting (other than an adjourned meeting) convened to sanction the modification of class rights the necessary quorum shall be two persons holding or representing by proxy not less than one-third in nominal value of the issued shares of that class.

***(vi) Proxies***

Any member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at a general meeting of the Company or at a class meeting. A proxy need not be a member of the Company and is entitled to exercise the same powers on behalf of a member who is an individual and for whom he acts as proxy as such member could exercise. In addition, a proxy is entitled to exercise the same powers on behalf of a member which is a corporation and for which he acts as proxy as such member could exercise as if it were an individual member. Votes may be given either personally (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy.

**(f) Accounts and audit**

The board shall cause true accounts to be kept of the sums of money received and expended by the Company, and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Companies Law or necessary to give a true and fair view of the Company's affairs and to explain its transactions.

The accounting records must be kept at the registered office or at such other place or places as the board decides and shall always be open to inspection by any Director. No member (other than a Director) shall have any right to inspect any accounting record or book or document of the Company except as conferred by law or authorised by the board or the Company in general meeting. However, an exempted company must make available at its registered office in electronic form or any other medium, copies of its books of account or parts thereof as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Law of the Cayman Islands.

A copy of every balance sheet and profit and loss account (including every document required by law to be annexed thereto) which is to be laid before the Company at its general meeting, together with a printed copy of the Directors' report and a copy of the auditors' report, shall not less than twenty-one (21) days before the date of the meeting and at the same time as the notice of annual general meeting be sent to every person entitled to receive notices of general meetings of the Company under the provisions of the Articles; however, subject to compliance with all applicable laws, including the rules of the Stock Exchange, the Company may send to such persons summarised financial statements derived from the Company's annual accounts and the directors' report instead provided that any such person may by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company's annual financial statement and the directors' report thereon.

At the annual general meeting or at a subsequent extraordinary general meeting in each year, the members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Moreover, the members may, at any general meeting, by special resolution remove the auditor at any time before the expiration of his terms of office and shall by ordinary resolution at that meeting appoint another auditor for the remainder of his term. The remuneration of the auditors shall be fixed by the Company in general meeting or in such manner as the members may determine.

The financial statements of the Company shall be audited by the auditor in accordance with generally accepted auditing standards which may be those of a country or jurisdiction other than the Cayman Islands. The auditor shall make a written report thereon in accordance with generally accepted auditing standards and the report of the auditor must be submitted to the members in general meeting.

**(g) Dividends and other methods of distribution**

The Company in general meeting may declare dividends in any currency to be paid to the members but no dividend shall be declared in excess of the amount recommended by the board.

The Articles provide dividends may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the directors determine is no longer needed. With the sanction of an ordinary resolution dividends may also be declared and paid out of share premium account or any other fund or account which can be authorised for this purpose in accordance with the Companies Law.

Except in so far as the rights attaching to, or the terms of issue of, any share may otherwise provide, (i) all dividends shall be declared and paid according to the amounts paid up on the shares in respect whereof the dividend is paid but no amount paid up on a share in advance of calls shall for this purpose be treated as paid up on the share and (ii) all dividends shall be apportioned and paid pro rata according to the amount paid up on the shares during any portion or portions of the period in respect of which the dividend is paid. The Directors may deduct from any dividend or other monies payable to any member or in respect of any shares all sums of money (if any) presently payable by him to the Company on account of calls or otherwise.

Whenever the board or the Company in general meeting has resolved that a dividend be paid or declared on the share capital of the Company, the board may further resolve either (a) that such dividend be satisfied wholly or in part in the form of an allotment of shares credited as fully paid up, provided that the shareholders entitled thereto will be entitled to elect to receive such dividend (or part thereof) in cash in lieu of such allotment, or (b) that shareholders entitled to such dividend will be entitled to elect to receive an allotment of shares credited as fully paid up in lieu of the whole or such part of the dividend as the board may think fit.

The Company may also upon the recommendation of the board by an ordinary resolution resolve in respect of any one particular dividend of the Company that it may be satisfied wholly in the form of an allotment of shares credited as fully paid up without offering any right to shareholders to elect to receive such dividend in cash in lieu of such allotment.

Any dividend, interest or other sum payable in cash to the holder of shares may be paid by cheque or warrant sent through the post addressed to the holder at his registered address, or in the case of joint holders, addressed to the holder whose name stands first in the register of the Company in respect of the shares at his address as appearing in the register or addressed to such person and at such addresses as the holder or joint holders may in writing direct. Every such cheque or warrant shall, unless the holder or joint holders otherwise direct, be made payable to the order of the holder or, in the case of joint holders, to the order of the holder whose name stands first on the register in respect of such shares, and shall be sent at his or their risk and payment of the cheque or warrant by the bank on which it is drawn shall constitute a good discharge to the Company. Any one of two or more joint holders may give effectual receipts for any dividends or other moneys payable or property distributable in respect of the shares held by such joint holders.

Whenever the board or the Company in general meeting has resolved that a dividend be paid or declared the board may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind.

All dividends or bonuses unclaimed for one year after having been declared may be invested or otherwise made use of by the board for the benefit of the Company until claimed and the Company shall not be constituted a trustee in respect thereof. All dividends or bonuses unclaimed for six years after having been declared may be forfeited by the board and shall revert to the Company.

No dividend or other monies payable by the Company on or in respect of any share shall bear interest against the Company.

**(h) Inspection of corporate records**

Pursuant to the Articles, the register and branch register of members shall be open to inspection for at least two (2) hours during business hours by members without charge, or by any other person upon a maximum payment of HK\$2.50 or such lesser sum specified by the board, at the registered office or such other place at which the register is kept in accordance with the Companies Law or, upon a maximum payment of HK\$1.00 or such lesser sum specified by the board, at the office where the branch register of members is kept, unless the register is closed in accordance with the Articles.

**(i) Rights of minorities in relation to fraud or oppression**

There are no provisions in the Articles relating to rights of minority shareholders in relation to fraud or oppression. However, certain remedies are available to shareholders of the Company under Cayman Islands law, as summarised in paragraph 3(f) of this Appendix.

**(j) Procedures on liquidation**

A resolution that the Company be wound up by the court or be wound up voluntarily shall be a special resolution.

Subject to any special rights, privileges or restrictions as to the distribution of available surplus assets on liquidation for the time being attached to any class or classes of shares:

- (i) if the Company is wound up and the assets available for distribution amongst the members of the Company shall be more than sufficient to repay the whole of the capital paid up at the commencement of the winding up, the excess shall be distributed *pari passu* amongst such members in proportion to the amount paid up on the shares held by them respectively; and
- (ii) if the Company is wound up and the assets available for distribution amongst the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that, as nearly as may be, the losses shall be borne by the members in proportion to the capital paid up, or which ought to have been paid up, at the commencement of the winding up on the shares held by them respectively.

If the Company is wound up (whether the liquidation is voluntary or by the court) the liquidator may, with the authority of a special resolution and any other sanction required by the Companies Law divide among the members in specie or kind the whole or any part of the assets of the Company whether the assets shall consist of property of one kind or shall consist of properties of different kinds and the liquidator may, for such purpose, set such value as he

deems fair upon any one or more class or classes of property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority, vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator, with the like authority, shall think fit, but so that no contributory shall be compelled to accept any shares or other property in respect of which there is a liability.

**(k) Subscription rights reserve**

The Articles provide that to the extent that it is not prohibited by and is in compliance with the Companies Law, if warrants to subscribe for shares have been issued by the Company and the Company does any act or engages in any transaction which would result in the subscription price of such warrants being reduced below the par value of a share, a subscription rights reserve shall be established and applied in paying up the difference between the subscription price and the par value of a share on any exercise of the warrants.

**3. CAYMAN ISLANDS COMPANY LAW**

The Company is incorporated in the Cayman Islands subject to the Companies Law and, therefore, operates subject to Cayman Islands law. Set out below is a summary of certain provisions of Cayman company law, although this does not purport to contain all applicable qualifications and exceptions or to be a complete review of all matters of Cayman company law and taxation, which may differ from equivalent provisions in jurisdictions with which interested parties may be more familiar:

**(a) Company operations**

As an exempted company, the Company's operations must be conducted mainly outside the Cayman Islands. The Company is required to file an annual return each year with the Registrar of Companies of the Cayman Islands and pay a fee which is based on the amount of its authorised share capital.

**(b) Share capital**

The Companies Law provides that where a company issues shares at a premium, whether for cash or otherwise, a sum equal to the aggregate amount of the value of the premiums on those shares shall be transferred to an account, to be called the "share premium account". At the option of a company, these provisions may not apply to premiums on shares of that company allotted pursuant to any arrangement in consideration of the acquisition or cancellation of shares in any other company and issued at a premium.

The Companies Law provides that the share premium account may be applied by the company subject to the provisions, if any, of its memorandum and articles of association in (a) paying distributions or dividends to members; (b) paying up unissued shares of the company to be issued to members as fully paid bonus shares; (c) the redemption and repurchase of shares (subject to the provisions of section 37 of the Companies Law); (d) writing-off the preliminary expenses of the company; and (e) writing-off the expenses of, or the commission paid or discount allowed on, any issue of shares or debentures of the company.



No distribution or dividend may be paid to members out of the share premium account unless immediately following the date on which the distribution or dividend is proposed to be paid, the company will be able to pay its debts as they fall due in the ordinary course of business.

The Companies Law provides that, subject to confirmation by the Grand Court of the Cayman Islands (the “**Court**”), a company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, by special resolution reduce its share capital in any way.

**(c) Financial assistance to purchase shares of a company or its holding company**

There is no statutory restriction in the Cayman Islands on the provision of financial assistance by a company to another person for the purchase of, or subscription for, its own or its holding company’s shares. Accordingly, a company may provide financial assistance if the directors of the company consider, in discharging their duties of care and acting in good faith, for a proper purpose and in the interests of the company, that such assistance can properly be given. Such assistance should be on an arm’s-length basis.

**(d) Purchase of shares and warrants by a company and its subsidiaries**

A company limited by shares or a company limited by guarantee and having a share capital may, if so authorised by its articles of association, issue shares which are to be redeemed or are liable to be redeemed at the option of the company or a shareholder and the Companies Law expressly provides that it shall be lawful for the rights attaching to any shares to be varied, subject to the provisions of the company’s articles of association, so as to provide that such shares are to be or are liable to be so redeemed. In addition, such a company may, if authorised to do so by its articles of association, purchase its own shares, including any redeemable shares. However, if the articles of association do not authorise the manner and terms of purchase, a company cannot purchase any of its own shares unless the manner and terms of purchase have first been authorised by an ordinary resolution of the company. At no time may a company redeem or purchase its shares unless they are fully paid. A company may not redeem or purchase any of its shares if, as a result of the redemption or purchase, there would no longer be any issued shares of the company other than shares held as treasury shares. A payment out of capital by a company for the redemption or purchase of its own shares is not lawful unless immediately following the date on which the payment is proposed to be made, the company shall be able to pay its debts as they fall due in the ordinary course of business.

Shares purchased by a company is to be treated as cancelled unless, subject to the memorandum and articles of association of the company, the directors of the company resolve to hold such shares in the name of the company as treasury shares prior to the purchase. Where shares of a company are held as treasury shares, the company shall be entered in the register of members as holding those shares, however, notwithstanding the foregoing, the company is not be treated as a member for any purpose and must not exercise any right in respect of the treasury shares, and any purported exercise of such a right shall be void, and a treasury share must not be voted, directly or indirectly, at any meeting of the company and must not be counted in determining the total number of issued shares at any given time, whether for the purposes of the company’s articles of association or the Companies Law.



A company is not prohibited from purchasing and may purchase its own warrants subject to and in accordance with the terms and conditions of the relevant warrant instrument or certificate. There is no requirement under Cayman Islands law that a company's memorandum or articles of association contain a specific provision enabling such purchases and the directors of a company may rely upon the general power contained in its memorandum of association to buy and sell and deal in personal property of all kinds.

Under Cayman Islands law, a subsidiary may hold shares in its holding company and, in certain circumstances, may acquire such shares.

**(e) Dividends and distributions**

The Companies Law permits, subject to a solvency test and the provisions, if any, of the company's memorandum and articles of association, the payment of dividends and distributions out of the share premium account. With the exception of the foregoing, there are no statutory provisions relating to the payment of dividends. Based upon English case law, which is regarded as persuasive in the Cayman Islands, dividends may be paid only out of profits.

No dividend may be declared or paid, and no other distribution (whether in cash or otherwise) of the company's assets (including any distribution of assets to members on a winding up) may be made to the company, in respect of a treasury share.

**(f) Protection of minorities and shareholders' suits**

The Courts ordinarily would be expected to follow English case law precedents which permit a minority shareholder to commence a representative action against or derivative actions in the name of the company to challenge (a) an act which is ultra vires the company or illegal, (b) an act which constitutes a fraud against the minority and the wrongdoers are themselves in control of the company, and (c) an irregularity in the passing of a resolution which requires a qualified (or special) majority.

In the case of a company (not being a bank) having a share capital divided into shares, the Court may, on the application of members holding not less than one fifth of the shares of the company in issue, appoint an inspector to examine into the affairs of the company and to report thereon in such manner as the Court shall direct.

Any shareholder of a company may petition the Court which may make a winding up order if the Court is of the opinion that it is just and equitable that the company should be wound up or, as an alternative to a winding up order, (a) an order regulating the conduct of the company's affairs in the future, (b) an order requiring the company to refrain from doing or continuing an act complained of by the shareholder petitioner or to do an act which the shareholder petitioner has complained it has omitted to do, (c) an order authorising civil proceedings to be brought in the name and on behalf of the company by the shareholder petitioner on such terms as the Court may direct, or (d) an order providing for the purchase of the shares of any shareholders of the company by other shareholders or by the company itself and, in the case of a purchase by the company itself, a reduction of the company's capital accordingly.

Generally claims against a company by its shareholders must be based on the general laws of contract or tort applicable in the Cayman Islands or their individual rights as shareholders as established by the company's memorandum and articles of association.

**(g) Disposal of assets**

The Companies Law contains no specific restrictions on the power of directors to dispose of assets of a company. However, as a matter of general law, every officer of a company, which includes a director, managing director and secretary, in exercising his powers and discharging his duties must do so honestly and in good faith with a view to the best interests of the company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

**(h) Accounting and auditing requirements**

A company must cause proper books of account to be kept with respect to (i) all sums of money received and expended by the company and the matters in respect of which the receipt and expenditure takes place; (ii) all sales and purchases of goods by the company; and (iii) the assets and liabilities of the company.

Proper books of account shall not be deemed to be kept if there are not kept such books as are necessary to give a true and fair view of the state of the company's affairs and to explain its transactions.

An exempted company must make available at its registered office in electronic form or any other medium, copies of its books of account or parts thereof as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Law of the Cayman Islands.

**(i) Exchange control**

There are no exchange control regulations or currency restrictions in the Cayman Islands.

**(j) Taxation**

Pursuant to the Tax Concessions Law of the Cayman Islands, the Company has obtained an undertaking:

- (1) that no law which is enacted in the Cayman Islands imposing any tax to be levied on profits, income, gains or appreciation shall apply to the Company or its operations; and
- (2) that the aforesaid tax or any tax in the nature of estate duty or inheritance tax shall not be payable on or in respect of the shares, debentures or other obligations of the Company.

The undertaking for the Company is for a period of twenty years from September 18, 2019.

The Cayman Islands currently levy no taxes on individuals or corporations based upon profits, income, gains or appreciations and there is no taxation in the nature of inheritance tax or estate duty. There are no other taxes likely to be material to the Company levied by the Government of the Cayman Islands save for certain stamp duties which may be applicable, from time to time, on certain instruments executed in or brought within the jurisdiction of the Cayman Islands. The Cayman Islands are a party to a double tax treaty entered into with the United Kingdom in 2010 but otherwise is not party to any double tax treaties.

**(k) Stamp duty on transfers**

No stamp duty is payable in the Cayman Islands on transfers of shares of Cayman Islands companies except those which hold interests in land in the Cayman Islands.

**(l) Loans to directors**

There is no express provision in the Companies Law prohibiting the making of loans by a company to any of its directors.

**(m) Inspection of corporate records**

The notice of registered office is a matter of public record. A list of the names of the current directors and alternate directors (if applicable) is made available by the Registrar of Companies for inspection by any person on payment of a fee. The register of mortgages is open to inspection by creditors and members.

Members of the Company have no general right under the Companies Law to inspect or obtain copies of the register of members or corporate records of the Company. They will, however, have such rights as may be set out in the Company's Articles.

**(n) Register of members**

An exempted company may maintain its principal register of members and any branch registers at such locations, whether within or without the Cayman Islands, as the directors may, from time to time, think fit. The register of members shall contain such particulars as required by Section 40 of the Companies Law. A branch register must be kept in the same manner in which a principal register is by the Companies Law required or permitted to be kept. The company shall cause to be kept at the place where the company's principal register is kept a duplicate of any branch register duly entered up from time to time.

There is no requirement under the Companies Law for an exempted company to make any returns of members to the Registrar of Companies of the Cayman Islands. The names and addresses of the members are, accordingly, not a matter of public record and are not available for public inspection. However, an exempted company shall make available at its registered office, in electronic form or any other medium, such register of members, including any branch register of members, as may be required of it upon service of an order or notice by the Tax Information Authority pursuant to the Tax Information Authority Law of the Cayman Islands.

**(o) Register of Directors and Officers**

The Company is required to maintain at its registered office a register of directors and officers which is not available for inspection by the public. A copy of such register must be filed with the Registrar of Companies in the Cayman Islands and any change must be notified to the Registrar within thirty (30) days of any change in such directors or officers.

**(p) Beneficial Ownership Register**

An exempted company is required to maintain a beneficial ownership register at its registered office that records details of the persons who ultimately own or control, directly or indirectly, 25% or more of the equity interests or voting rights of the company or have rights to appoint or remove a majority of the directors of the company. The beneficial ownership register is not a public document and is only accessible by a designated competent authority of the Cayman Islands. Such requirement does not, however, apply to an exempted company with its shares listed on an approved stock exchange, which includes the Stock Exchange. Accordingly, for so long as the shares of the Company are listed on the Stock Exchange, the Company is not required to maintain a beneficial ownership register.

**(q) Winding up**

A company may be wound up (a) compulsorily by order of the Court, (b) voluntarily, or (c) under the supervision of the Court.

The Court has authority to order winding up in a number of specified circumstances including where the members of the company have passed a special resolution requiring the company to be wound up by the Court, or where the company is unable to pay its debts, or where it is, in the opinion of the Court, just and equitable to do so. Where a petition is presented by members of the company as contributories on the ground that it is just and equitable that the company should be wound up, the Court has the jurisdiction to make certain other orders as an alternative to a winding-up order, such as making an order regulating the conduct of the company's affairs in the future, making an order authorising civil proceedings to be brought in the name and on behalf of the company by the petitioner on such terms as the Court may direct, or making an order providing for the purchase of the shares of any of the members of the company by other members or by the company itself.

A company (save with respect to a limited duration company) may be wound up voluntarily when the company so resolves by special resolution or when the company in general meeting resolves by ordinary resolution that it be wound up voluntarily because it is unable to pay its debts as they fall due. In the case of a voluntary winding up, such company is obliged to cease to carry on its business (except so far as it may be beneficial for its winding up) from the time of passing the resolution for voluntary winding up or upon the expiry of the period or the occurrence of the event referred to above.

For the purpose of conducting the proceedings in winding up a company and assisting the Court therein, there may be appointed an official liquidator or official liquidators; and the court may appoint to such office such person, either provisionally or otherwise, as it thinks fit, and if more persons than one are appointed to such office, the Court must declare whether any act required or authorised to be done by the official liquidator is to be done by all or any one or more of such persons. The Court may also determine whether any and what security is to be

given by an official liquidator on his appointment; if no official liquidator is appointed, or during any vacancy in such office, all the property of the company shall be in the custody of the Court.

As soon as the affairs of the company are fully wound up, the liquidator must make a report and an account of the winding up, showing how the winding up has been conducted and how the property of the company has been disposed of, and thereupon call a general meeting of the company for the purposes of laying before it the account and giving an explanation thereof. This final general meeting must be called by at least 21 days' notice to each contributory in any manner authorised by the company's articles of association and published in the Gazette.

**(r) Reconstructions**

There are statutory provisions which facilitate reconstructions and amalgamations approved by a majority in number representing seventy-five per cent. (75%) in value of shareholders or class of shareholders or creditors, as the case may be, as are present at a meeting called for such purpose and thereafter sanctioned by the Court. Whilst a dissenting shareholder would have the right to express to the Court his view that the transaction for which approval is sought would not provide the shareholders with a fair value for their shares, the Court is unlikely to disapprove the transaction on that ground alone in the absence of evidence of fraud or bad faith on behalf of management.

**(s) Take-overs**

Where an offer is made by a company for the shares of another company and, within four (4) months of the offer, the holders of not less than ninety per cent. (90%) of the shares which are the subject of the offer accept, the offeror may at any time within two (2) months after the expiration of the said four (4) months, by notice in the prescribed manner require the dissenting shareholders to transfer their shares on the terms of the offer. A dissenting shareholder may apply to the Court within one (1) month of the notice objecting to the transfer. The burden is on the dissenting shareholder to show that the Court should exercise its discretion, which it will be unlikely to do unless there is evidence of fraud or bad faith or collusion as between the offeror and the holders of the shares who have accepted the offer as a means of unfairly forcing out minority shareholders.

**(t) Indemnification**

Cayman Islands law does not limit the extent to which a company's articles of association may provide for indemnification of officers and directors, except to the extent any such provision may be held by the Court to be contrary to public policy (e.g. for purporting to provide indemnification against the consequences of committing a crime).

**(u) Economic Substance Requirements**

Pursuant to the International Tax Cooperation (Economic Substance) Law, 2018 of the Cayman Islands (“**ES Law**”) that came into force on January 1, 2019, a “relevant entity” is required to satisfy the economic substance test set out in the ES Law. A “relevant entity” includes an exempted company incorporated in the Cayman Islands as is the Company; however, it does not include an entity that is tax resident outside the Cayman Islands. Accordingly, for so long as the Company is a tax resident outside the Cayman Islands, including in Hong Kong, it is not required to satisfy the economic substance test set out in the ES Law.

**4. GENERAL**

Conyers Dill & Pearman, the Company’s special legal counsel on Cayman Islands law, have sent to the Company a letter of advice summarising certain aspects of Cayman Islands company law. This letter, together with a copy of the Companies Law, is available for inspection as referred to in the paragraph headed “B. Documents available for inspection” in Appendix V to this prospectus. Any person wishing to have a detailed summary of Cayman Islands company law or advice on the differences between it and the laws of any jurisdiction with which he is more familiar is recommended to seek independent legal advice.

**A. FURTHER INFORMATION ABOUT OUR COMPANY****1. Incorporation of our Company**

Our Company was incorporated in the Cayman Islands under the Cayman Islands Companies Law as an exempted company with limited liability on September 11, 2019. Our Company has established its principal place of business in Hong Kong at Unit 8205A, Level 82, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong and was registered with the Registrar of Companies in Hong Kong as a non-Hong Kong company under Part 16 of the Companies Ordinance on June 17, 2020. Ms. Chan Ching Nga has been appointed as the authorized representative of our Company for the acceptance of service of process and notices on behalf of our Company in Hong Kong.

As our Company was incorporated in the Cayman Islands, we are subject to the Cayman Islands Companies Law, the Memorandum and the Articles and the applicable laws of the Cayman Islands. A summary of certain provisions of the Memorandum and the Articles, and relevant aspects of the Cayman Islands Companies Law is set out in the section headed “Summary of the constitution of our Company and Cayman Islands Companies Law” in Appendix III to this prospectus.

**2. Changes in the share capital of our Company**

As of the date of incorporation of our Company, the authorized share capital of our Company was HK\$380,000 divided into 38,000,000 Shares of HK\$0.01 each. Upon its incorporation, one fully-paid Share of HK\$0.01 each of our Company was issued and allotted to an initial subscriber who is an Independent Third Party on September 11, 2019, which was then transferred to Happy Harmony at par on the same date.

On June 24, 2020, 35 Shares of HK\$0.01 each of our Company were issued and allotted to KWG Holdings. Upon completion of such issue and allotment, our Company was owned as to approximately 97.22% by KWG Holdings and 2.78% by Happy Harmony.

On October 9, 2020, the authorized share capital of our Company was increased from HK\$380,000 divided into 38,000,000 Shares of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 Shares of HK\$0.01 each by the creation of additional 9,962,000,000 Shares.

Pursuant to the resolutions of our Shareholders passed on October 9, 2020, 1,589,025,470 Shares and 45,400,727 Shares will be issued and allotted to KWG Holdings and Happy Harmony, credited as fully paid at par by capitalizing and applying a sum of HK\$16,344,261.97 standing to the credit of the share premium account of our Company on or about the Listing Date.

On October 7, 2020, KWG Holdings declared a special dividend by way of distribution in specie of all the issued Shares of the Company as held by KWG Holdings in favour of the Qualifying KWG shareholders, both of which are conditional on the Spin-off becoming unconditional in all respects. Upon completion of the above distributions in specie, the Company became held as to approximately 39.74%, 8.97%, 7.79%, 0.03%, 0.03%, 4.42% and 2.78% by Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express, Peace Kind and Happy Harmony, respectively.



Immediately following completion of the Capitalization Issue and the Global Offering and without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option, the issued share capital of our Company will be HK\$20,178,102.33 divided into 2,017,810,233 Shares, all fully paid or credited as fully paid, and 7,982,189,767 Shares will remain unissued.

Save as disclosed above and as mentioned in “— 4. Written resolutions of our Shareholders passed on October 9, 2020” below in this section, there has been no alteration in the share capital of our Company since its incorporation.

### **3. Changes in the share capital of our subsidiaries**

All of our subsidiaries are set out in the section headed “History, Reorganization and corporate structure” in this prospectus and in the Accountants’ Report, the text of which is set out in Appendix I to this prospectus.

The following alteration in the share capital of a subsidiary of our Company has taken place within the two years immediately preceding the date of this prospectus:

#### ***Ningjun Property***

On March 5, 2020, the registered capital of Ningjun Property was increased from RMB7 million to RMB70 million.

Save as disclosed above, there has been no alteration in the share capital of our subsidiaries during the two years preceding the date of this prospectus.

### **4. Written resolutions of our Shareholders passed on October 9, 2020**

Pursuant to the written resolutions passed by our Shareholders on October 9, 2020, among other matters:

- (a) we approved and conditionally adopted the amended and restated Memorandum which will become effective upon Listing;
- (b) we approved and conditionally adopted the amended and restated Articles which will become effective upon Listing;
- (c) the authorized share capital of our Company was increased from HK\$380,000 divided into 38,000,000 Shares to HK\$100,000,000 divided into 10,000,000,000 Shares by the creation of additional 9,962,000,000 Shares ranking *pari passu* in all aspects with the existing Shares with immediate effect;
- (d) conditional on (aa) the Listing Committee granting the approval for the listing of, and permission to deal in, the Shares in issue and Shares to be issued and allotted pursuant to the Capitalization Issue, the Global Offering and as mentioned in this prospectus including the Shares which may be issued and allotted pursuant to the exercise of the Over-allotment Option; (bb) the Offer Price having been duly determined; and (cc) the obligations of the Underwriters under the Underwriting Agreements becoming unconditional and not being terminated in accordance with

the terms of such agreement (or any conditions as specified in this prospectus), in each case on or before the dates and times as may be specified in the Underwriting Agreements:

- (i) the Global Offering was approved and our Directors were authorized to issue and allot the Offer Shares pursuant to the Global Offering;
- (ii) the granting of the Over-allotment Option was approved;
- (iii) conditional on the share premium account of our Company being credited as a result of the issue of the Offer Shares by the Company pursuant to the Global Offering, our Directors be and are hereby authorized to capitalize an amount of HK\$16,344,261.97 standing to the credit of the share premium account of our Company by applying such sum in paying up in full at par 1,634,426,197 Shares for issue and allotment to the persons whose names appear on the register of Shareholders of our Company on the date of passing these resolutions in proportion (as near as possible without involving fractions so that no fraction of a Share shall be issued and allotted) to the then existing respective shareholdings in the Company and any Director was authorized to effect the Capitalization on Issue and to issue and allot Shares pursuant thereto;
- (iv) a general unconditional mandate was given to our Directors to issue, allot and deal with (including the power to make an offer or agreement, or grant securities which would or might require Shares to be issued and allotted), otherwise than pursuant to a rights issue or pursuant to any scrip dividend schemes or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles or pursuant to a specific authority granted by the Shareholders in general meeting, unissued Shares not exceeding the aggregate of 20% of the number of issued Shares immediately following the completion of the Capitalization Issue and Global Offering (but without taking into account of any Shares which may be issued pursuant to the exercise of the Over-allotment Option), such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required by the Articles or any applicable laws to be held, or until revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first;
- (v) a general unconditional mandate was given to our Directors authorizing them to exercise all powers of our Company to buy back on the Stock Exchange or on any other approved stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose such number of Shares as will represent up to 10% of the number of issued Shares immediately following the completion of the Capitalization Issue and the Global Offering (but without taking into account of any Shares which may be issued and allotted pursuant to the exercise of the Over-allotment Option), such mandate to remain in effect until the conclusion of the next annual general meeting of our Company, or the expiration of the period within which the next annual general meeting of our Company is required by the

Articles or any applicable laws to be held, or until revoked or varied by an ordinary resolution of the Shareholders in general meeting, whichever occurs first; and

- (vi) the general unconditional mandate mentioned in paragraph (iv) above was extended by the addition to the number of issued Shares which may be issued and allotted or agreed conditionally or unconditionally to be issued and allotted by our Directors pursuant to such general mandate of an amount representing the total number of issued Shares bought back by our Company pursuant to the mandate to buy back Shares referred to in paragraph (v) above.

## 5. Reorganization

In preparation for the Listing, the companies comprising our Group underwent the Reorganization and our Company became the holding company of our Group. For further details with regard to the Reorganization, see “History, Reorganization and corporate structure” in this prospectus.

## 6. Buyback by our Company of our own securities

This section includes information required by the Stock Exchange to be included in this prospectus concerning the buyback by our Company of our own securities.

### *(a) Provisions of the Listing Rules*

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

#### *(i) Shareholders' approval*

The Listing Rules provide that all proposed buybacks of shares (which must be fully paid in the case of shares) by a company with a primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of its shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction.

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*Note:* Pursuant to the written resolutions passed by our Shareholders on October 9, 2020, a general unconditional mandate (the “**Buyback Mandate**”) was granted to our Directors authorizing the buyback of shares by our Company on the Stock Exchange, or on any other stock exchange on which the securities of our Company may be listed and which is recognized by the SFC and the Stock Exchange for this purpose, with the total number of Shares not exceeding 10% of the total number of Shares in issue and to be issued as mentioned herein, at any time until the conclusion of the next annual general meeting of our Company, the expiration of the period within which the next annual general meeting of our Company is required by an applicable law or the Articles to be held or when such mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting, whichever is the earliest.

*(ii) Source of funds*

Buybacks must be funded out of funds legally available for the purpose in accordance with the Articles and the Cayman Islands Companies Law. A listed company may not buyback its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

*(iii) Core connected persons*

The Listing Rules prohibit our Company from knowingly repurchasing the Shares on the Stock Exchange from a “core connected person”, which includes a director, chief executive or substantial shareholder of our Company or any of the subsidiaries or a close associate of any of them and a core connected person shall not knowingly sell Shares to our Company.

*(b) Reasons for buybacks*

Our Directors believe that it is in the best interests of our Company and our Shareholders as a whole for our Directors to have a general authority from our Shareholders to enable our Company to buy back Shares in the market. Such buybacks may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of our Company’s net asset value per Share and/or earnings per Share and will only be made when our Directors believe that such buybacks will benefit our Company and our Shareholders.

*(c) Funding of buybacks*

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

It is presently proposed that any buyback of Shares will be made out of the profits of our Company, the share premium amount of our Company or the proceeds of a fresh issue of Shares made for the purpose of the buyback and, in the case of any premium payable on the purchase over the par value of the Shares to be bought back must be provided for, out of either or both of the profits of our Company or from sums standing to the credit of the share premium account of our Company. Subject to the Cayman Islands Companies Law, any buyback of Shares may also be paid out of capital.

On the basis of the current financial position of our Group as disclosed in this prospectus and taking into account the current working capital position of our Company, our Directors consider that, if the Buyback Mandate were to be exercised in full, it might not have a material adverse effect on the working capital and/or the gearing levels of our Group as compared to the position disclosed in this prospectus. However, our Directors do not propose to exercise the Buyback Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of our Group which in the opinion of our Directors are from time to time appropriate for our Group.

*(d) Share capital*

The exercise in full of the Buyback Mandate, on the basis of 2,017,810,233 Shares in issue immediately after the Listing (but without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option), would result in up to 201,781,023 Shares being bought back by our Company during the period until:

- (i) the conclusion of the next annual general meeting of our Company;
- (ii) the expiration of the period within which the next annual general meeting of our Company is required by any applicable law or the Articles to be held; or
- (iii) the date on which the Buyback Mandate is revoked or varied by an ordinary resolution of our Shareholders in general meeting, whichever occurs first.

*(e) General*

None of our Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention if the Buyback Mandate is exercised to sell any Share(s) to our Company or our subsidiaries.

Our Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Buyback Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

If as a result of a buyback of Shares pursuant to the Buyback Mandate, a Shareholder's proportionate interest in the voting rights of our Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of our Company and may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code as a result of any such increase. Save as disclosed above, our Directors are not aware of any consequence that would arise under the Takeovers Code as a result of a buyback pursuant to the Buyback Mandate.

If the Buyback Mandate is fully exercised immediately following completion of the Capitalization Issue and the Global Offering (but without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option), the total number of Shares which will be bought back pursuant to the Buyback Mandate will be 201,781,023 Shares, being 10% of the total number of Shares based on the aforesaid assumptions. The percentage shareholding of our Controlling Shareholders will be increased to approximately 57.32% of the issued share capital of our Company immediately following the full exercise of the Buyback Mandate. Any buyback of Shares which results in the number of Shares held by the public being reduced to less than the prescribed percentage of our Shares then in issue could only be implemented with the approval of the Stock Exchange to waive the Listing Rules requirements regarding the public float under Rule 8.08 of the Listing Rules. However, our Directors have no present intention to exercise the Buyback Mandate to such an extent that, in the circumstances, there is insufficient public float as prescribed under the Listing Rules.

No core connected person of our Company has notified our Group that he/she/it has a present intention to sell Shares to our Company, or has undertaken not to do so, if the Buyback Mandate is exercised.

## B. FURTHER INFORMATION ABOUT OUR BUSINESS

### 1. Summary of material contracts

The following contracts (not being contracts in the ordinary course of business) have been entered into by members of our Group within the two years preceding the date of this prospectus and are or may be material:

- (a) an equity transfer agreement dated January 25, 2019 entered into between Zhang Guozhu (章國柱) and Guangdong Gangyu Enterprise Management Co., Ltd. (廣東罡昱企業管理有限責任公司) pursuant to which Zhang Guozhu (章國柱) agreed to transfer 99% of the equity interest in Guangzhou Yijia Chuangsheng Property Management Co., Ltd. (廣州宜家創生物業管理有限公司) to Guangdong Gangyu Enterprise Management Co., Ltd. (廣東罡昱企業管理有限責任公司) at consideration of RMB19.8 million;
- (b) an equity transfer agreement dated January 25, 2019 entered into between Che Qiangmou (車強謀) and Guangdong Gangyu Enterprise Management Co., Ltd. (廣東罡昱企業管理有限責任公司) pursuant to which Che Qiangmou (車強謀) agreed to transfer 1% of the equity interest in Guangzhou Yijia Chuangsheng Property Management Co., Ltd. (廣州宜家創生物業管理有限公司) to Guangdong Gangyu Enterprise Management Co., Ltd. (廣東罡昱企業管理有限責任公司) at consideration of RMB0.2 million;
- (c) an equity acquisition agreement dated January 31, 2019 entered into between Shanghai Weishen Commercial Consultancy Partnership Corporation (Limited Partnership) (上海偉神商務諮詢合夥企業(有限合夥)), Shanghai Jingyi Commercial Consultancy Partnership Corporation (Limited Partnership) (上海勁毅商務諮詢合夥企業(有限合夥)), Shanghai Jingzhao Enterprise Management Partnership Corporation (Limited Partnership) (上海勁兆企業管理合夥企業(有限合夥)) and Guangzhou Fuyu Property Management Services Company Limited (廣州市富愉物業服務有限公司) pursuant to which Shanghai Weishen Commercial Consultancy Partnership Corporation (Limited Partnership) (上海偉神商務諮詢合夥企業(有限合夥)), Shanghai Jingyi Commercial Consultancy Partnership Corporation (Limited Partnership) (上海勁毅商務諮詢合夥企業(有限合夥)) and Shanghai Jingzhao Enterprise Management Partnership Corporation (Limited Partnership) (上海勁兆企業管理合夥企業(有限合夥)) agreed to transfer 20%, 20% and 10% of the equity interest in Guangdong Gangyu Enterprise Management Co., Ltd. (廣東罡昱企業管理有限責任公司) to Guangzhou Fuyu Property Management Services Company Limited (廣州市富愉物業服務有限公司) at an aggregate consideration of RMB100 million;
- (d) an equity transfer agreement dated November 29, 2019 entered into between Guangzhou Ningjun Property Management Company Limited (廣州市寧駿物業管理有限公司) and Guangzhou Junzhao Property Operation Co., Ltd. (廣州市君兆物業經營有限公司) pursuant to which Guangzhou Ningjun Property Management Company Limited (廣州市寧駿物業管理有限公司) agreed to transfer the entire



equity interest in Guangzhou Guanyu Property Agency Co., Ltd. (廣州市冠裕置業代理有限公司) to Guangzhou Junzhao Property Operation Co., Ltd. (廣州市君兆物業經營有限公司) at nil consideration;

- (e) an equity transfer agreement dated December 27, 2019 entered into between Guangzhou Ningjun Property Management Company Limited (廣州市寧駿物業管理有限公司) and Guangdong Hejing Youhuo Commercial Services Management Co., Ltd. (廣東省合景悠活商業服務管理有限公司) pursuant to which Guangzhou Ningjun Property Management Company Limited (廣州市寧駿物業管理有限公司) agreed to transfer the entire equity interest in Guangzhou Lijun Property Management Company Limited (廣州市利隼物業管理有限公司) to Guangdong Hejing Youhuo Commercial Services Management Co., Ltd. (廣東省合景悠活商業服務管理有限公司) at nil consideration;
- (f) an equity transfer agreement dated December 27, 2019 entered into between Guangzhou Ningjun Property Management Company Limited (廣州市寧駿物業管理有限公司) and Guangdong Hejing Youhuo Commercial Services Management Co., Ltd. (廣東省合景悠活商業服務管理有限公司) pursuant to which Guangzhou Ningjun Property Management Company Limited (廣州市寧駿物業管理有限公司) agreed to transfer the entire equity interest in Guangzhou Liheng Commercial Management Company Limited (廣州市利恒商業管理有限公司) to Guangdong Hejing Youhuo Commercial Services Management Co., Ltd. (廣東省合景悠活商業服務管理有限公司) at nil consideration;
- (g) an equity transfer agreement dated December 30, 2019 entered into between Guangzhou Ningjun Property Management Company Limited (廣州市寧駿物業管理有限公司) and Guangdong Hejing Youhuo Commercial Services Management Co., Ltd. (廣東省合景悠活商業服務管理有限公司) pursuant to which Guangzhou Ningjun Property Management Company Limited (廣州市寧駿物業管理有限公司) agreed to transfer the entire equity interest in Guangzhou Guanli Property Agency Company Limited (廣州市冠力置業代理有限公司) to Guangdong Hejing Youhuo Commercial Services Management Co., Ltd. (廣東省合景悠活商業服務管理有限公司) at nil consideration;
- (h) an equity transfer agreement dated January 7, 2020 entered into between Total Super Investments Limited (皓凱投資有限公司) and Guangdong Hejing Youhuo Commercial Services Management Co., Ltd. (廣東省合景悠活商業服務管理有限公司) pursuant to which Total Super Investments Limited (皓凱投資有限公司) agreed to transfer the entire equity interest in Guangzhou Fuyu Property Management Services Company Limited (廣州市富愉物業服務有限公司) to Guangdong Hejing Youhuo Commercial Services Management Co., Ltd. (廣東省合景悠活商業服務管理有限公司) at nil consideration;
- (i) an equity transfer agreement dated March 3, 2020 entered into between Total Super Investments Limited (皓凱投資有限公司) and KWG Living Group (Hong Kong) Company Limited (合景悠活集團(香港)有限公司) pursuant to which Total Super Investments Limited (皓凱投資有限公司) agreed to transfer the entire equity interest in Guangdong Hejing Youhuo Commercial Services Management Co., Ltd. (廣東省合景悠活商業服務管理有限公司) to KWG Living Group (Hong Kong) Company Limited (合景悠活集團(香港)有限公司) at nil consideration;



- (j) an equity transfer agreement dated March 20, 2020 entered into between Total Super Investments Limited (皓凱投資有限公司) and Guangdong Hejing Youhuo Commercial Services Management Co., Ltd. (廣東省合景悠活商業服務管理有限公司) pursuant to which Total Super Investments Limited (皓凱投資有限公司) agreed to transfer 10% of the equity interest in Guangzhou Ningjun Property Management Company Limited (廣州市寧駿物業管理有限公司) to Guangdong Hejing Youhuo Commercial Services Management Co., Ltd. (廣東省合景悠活商業服務管理有限公司) at a consideration of RMB34.55 million;
- (k) an equity acquisition agreement dated August 21, 2020 entered into between Guangdong Hejing Youhuo Holdings Group Co., Ltd. (廣東省合景悠活控股集團有限公司), Nanjing Yonghe Property Management Co., Ltd. (南京永和物業管理有限責任公司), and Nanjing Junyue Property Management Co., Ltd. (南京君悅物業管理有限責任公司) pursuant to which Nanjing Yonghe Property Management Co., Ltd. (南京永和物業管理有限責任公司) agreed to transfer the entire equity interest in Nanjing Junyue Property Management Co., Ltd. (南京君悅物業管理有限責任公司) to Guangdong Hejing Youhuo Holdings Group Co., Ltd. (廣東省合景悠活控股集團有限公司) at a total consideration of RMB2,418,418;
- (l) an equity acquisition agreement dated August 28, 2020 entered into between Guangzhou Junhua Property Service Co., Ltd. (廣州市君華物業服務有限公司) and Guangdong Hejing Youhuo Holdings Group Co., Ltd. (廣東省合景悠活控股集團有限公司) pursuant to which Guangzhou Junhua Property Service Co., Ltd. (廣州市君華物業服務有限公司) agreed to transfer the entire equity interest in Suzhou Industrial Park Yitong Yaxin Property Management Co., Ltd. (蘇州工業園區易通亞信物業管理有限公司) to Guangdong Hejing Youhuo Holdings Group Co., Ltd. (廣東省合景悠活控股集團有限公司) at a total consideration of RMB30,270,758;
- (m) an equity transfer agreement dated September 10, 2020 entered into between Hunan Homeland Property Management Co., Ltd. (湖南省家園物業管理有限公司), Guangdong Hejing Youhuo Holdings Group Co., Ltd. (廣東省合景悠活控股集團有限公司) and Changsha Jiufeng Property Management Co., Ltd. (長沙九豐物業管理有限公司) pursuant to which Hunan Homeland Property Management Co., Ltd. (湖南省家園物業管理有限公司) agreed to transfer the entire equity interest in Changsha Jiufeng Property Management Co., Ltd. (長沙九豐物業管理有限公司) to Guangdong Hejing Youhuo Holdings Group Co., Ltd. (廣東省合景悠活控股集團有限公司) at a total consideration of RMB28,448,906;
- (n) an equity acquisition agreement dated September 15, 2020 entered into between Guangdong Hejing Youhuo Holdings Group Co., Ltd. (廣東省合景悠活控股集團有限公司), Hunan Huating Property Management Co., Ltd. (湖南華庭物業管理有限公司) and Changsha Yuanxin Property Management Co., Ltd. (長沙園馨物業管理有限公司) pursuant to which Hunan Huating Property Management Co., Ltd. (湖南華庭物業管理有限公司) agreed to transfer the entire equity interest in Changsha Yuanxin Property Management Co., Ltd. (長沙園馨物業管理有限公司) to Guangdong Hejing Youhuo Holdings Group Co., Ltd. (廣東省合景悠活控股集團有限公司) at a total consideration of RMB5,026,376;











- (o) an equity acquisition agreement dated September 29, 2020 entered into between Jiang Lifen (蔣莉芬), Lin Ruyun (林汝雲), Guangzhou Ningjun Property Management Company Limited (廣州市寧駿物業管理有限公司) and Taizhou Yuncheng Property Management Co., Ltd. (台州雲城物業管理有限公司) pursuant to which Jiang Lifen (蔣莉芬) and Lin Ruyun (林汝雲) agreed to transfer 60% of their equity interests in Taizhou Yuncheng Property Management Co., Ltd. (台州雲城物業管理有限公司) to Guangzhou Ningjun Property Management Company Limited (廣州市寧駿物業管理有限公司) at a total consideration of RMB1,200,000;
- (p) a cornerstone investment agreement dated October 15, 2020 entered into between our Company, Aspex Master Fund, ABCI Capital Limited, Huatai Financial Holdings (Hong Kong) Limited and Credit Suisse (Hong Kong) Limited, pursuant to which Aspex Master Fund agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased in the aggregate amount of Hong Kong dollars equivalent of US\$10,000,000 at the Offer Price;
- (q) a cornerstone investment agreement dated October 15, 2020 entered into between our Company, Harvest Global Capital Investments Limited, ABCI Capital Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Harvest Global Capital Investments Limited agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased in the aggregate amount of Hong Kong dollars equivalent of US\$10,000,000 at the Offer Price;
- (r) a cornerstone investment agreement dated October 15, 2020 entered into between our Company, Gaoling Fund, L.P., YHG Investment, L.P., ABCI Capital Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Gaoling Fund, L.P. and YHG Investment, L.P. agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased in the aggregate amount of Hong Kong dollars equivalent of US\$50,000,000 at the Offer Price;
- (s) a cornerstone investment agreement dated October 15, 2020 entered into between our Company, China Lesso Group Holdings Limited, ABCI Capital Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which China Lesso Group Holdings Limited agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased in the aggregate amount of Hong Kong dollars equivalent of US\$10,000,000 at the Offer Price;
- (t) a cornerstone investment agreement dated October 15, 2020 entered into between our Company, Oscar and Partners Capital Limited (in its capacity as investment manager of, and on behalf of, OP Golden Property Value Chain Fund SP and OP New Economy Growth Fund SP), ABCI Capital Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Oscar and Partners Capital Limited agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased in the aggregate amount of Hong Kong dollars equivalent of US\$10,000,000 at the Offer Price;

- (u) a cornerstone investment agreement dated October 15, 2020 entered into between our Company, Orchid China Master Fund Limited, LMA SPC (for and on behalf of MAP 164 Segregated Portfolio), ABCI Capital Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Orchid China Master Fund Limited and MAP 164 Segregated Portfolio agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased in the aggregate amount of Hong Kong dollars equivalent of US\$10,000,000 at the Offer Price;
- (v) a cornerstone investment agreement dated October 15, 2020 entered into between our Company, Snow Lake China Master Fund, Ltd., ABCI Capital Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which Snow Lake China Master Fund, Ltd. agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased in the aggregate amount of Hong Kong dollars equivalent of US\$10,000,000 at the Offer Price;
- (w) a cornerstone investment agreement dated October 15, 2020 entered into between our Company, The Valliance Fund, ABCI Capital Limited and Huatai Financial Holdings (Hong Kong) Limited, pursuant to which The Valliance Fund agreed to subscribe for such number of Offer Shares (rounded down to the nearest whole board lot) which may be purchased in the aggregate amount of Hong Kong dollars equivalent of US\$10,000,000 at the Offer Price;
- (x) the Deed of Non-Competition;
- (y) the Deed of Indemnity; and
- (z) the Hong Kong Underwriting Agreement.

## 2. Intellectual property rights of our Group

### (a) Trademarks

As of the date of this prospectus, our Group was the registered proprietor of the following trademarks which, in the opinion of our Directors, are material to our business:

No.	Trademark	Registration number	Class	Name of registered proprietor	Place of registration	Date of registration	Expiry date
1.	K W G L I V I N G	305260897	16, 35, 36, 37, 39, 40, 41, 42, 43, 44, 45	The Company	Hong Kong	April 29, 2020	April 28, 2030
2.	合景悠活	305260905	16, 35, 36, 37, 39, 40, 41, 42, 43, 44, 45	The Company	Hong Kong	April 29, 2020	April 28, 2030
3.		305284323	16, 35, 36, 37, 39, 40, 41, 42, 43, 44, 45	The Company	Hong Kong	May 26, 2020	May 25, 2030
4.		18291645	9, 35, 36, 37, 39, 40, 41, 42, 43, 44, 45	Ningjun Property	PRC	February 21, 2017	February 20, 2027
5.	宁骏	18291255	9, 35, 36, 37, 39, 40, 41, 42, 43, 44, 45,	Ningjun Property	PRC	December 14, 2016	December 13, 2026
6.		10613780	36	Yijia Chuangsheng	PRC	May 14, 2013	May 13, 2023
7.		22073495	44	Hejing Youhuo	PRC	March 7, 2018	March 6, 2028
8.		22073479	42	Hejing Youhuo	PRC	February 14, 2018	February 13, 2028
9.		22073183	38	Hejing Youhuo	PRC	January 14, 2018	January 13, 2028
10.		22073214	39	Hejing Youhuo	PRC	March 7, 2018	March 6, 2028
11.		22072902	37	Hejing Youhuo	PRC	January 14, 2018	January 13, 2028
12.		22051122	36	Hejing Youhuo	PRC	January 14, 2018	January 13, 2028
13.	Fun Cube	17003144	35, 36, 37, 38, 39, 41, 42, 43, 44	Hejing Youhuo	PRC	September 7, 2016	September 6, 2026
14.	彩立方	16828920	35, 36, 37, 38, 39, 41, 42, 43, 44	Hejing Youhuo	PRC	July 14, 2016	July 13, 2026
15.		13359717	41	Hejing Youhuo	PRC	July 28, 2015	July 27, 2025



No.	Trademark	Registration number	Class	Name of registered proprietor	Place of registration	Date of registration	Expiry date
16.		13359823	43	Hejing Youhuo	PRC	June 14, 2015	June 13, 2025
17.		13359891	44	Hejing Youhuo	PRC	July 14, 2015	July 13, 2025
18.		13359500	37	Hejing Youhuo	PRC	July 14, 2015	July 13, 2025
19.		13359768	42	Hejing Youhuo	PRC	June 14, 2015	June 13, 2025
20.		13359565	38	Hejing Youhuo	PRC	June 14, 2015	June 13, 2025
21.		13359423	36	Hejing Youhuo	PRC	March 14, 2015	March 13, 2025
22.		13359361	35	Hejing Youhuo	PRC	August 21, 2015	August 20, 2025
23.		13359655	39	Hejing Youhuo	PRC	June 14, 2015	June 13, 2025
24.		16479666	37, 39, 42, 43, 44	Hejing Youhuo	PRC	September 21, 2016	September 20, 2026
25.	悠方 UFUN	16310021	37, 39, 42, 43, 44	Hejing Youhuo	PRC	August 14, 2016	August 13, 2026
26.	悠方	20621896	42	Hejing Youhuo	PRC	September 7, 2017	September 6, 2027
27.	悠方	20621813	43	Hejing Youhuo	PRC	September 7, 2017	September 6, 2027
28.	悠方	20621223	38	Hejing Youhuo	PRC	September 7, 2017	September 6, 2027
29.	悠方	20621885	44	Hejing Youhuo	PRC	September 7, 2017	September 6, 2027
30.	悠方	20621432	37	Hejing Youhuo	PRC	September 7, 2017	September 6, 2027
31.	悠方	20621328	36	Hejing Youhuo	PRC	September 7, 2017	September 6, 2027
32.	悠方	20621158	35	Hejing Youhuo	PRC	September 7, 2017	September 6, 2027
33.	悠方	20621612	41	Hejing Youhuo	PRC	September 7, 2017	September 6, 2027
34.	悠方	20621339	39	Hejing Youhuo	PRC	September 7, 2017	September 6, 2027

As of the date of this prospectus, our Group was the applicant of the following applications for trademarks which, in the opinion of our Directors, are or may be material to our business:

No.	Trademark	Application number	Class	Name of applicant	Place of application	Date of application
1.	宜家创生	44310394	36	Yijia Chuangsheng	PRC	March 2, 2020
2.	合景悠活	45097159	43	Hejing Youhuo	PRC	April 1, 2020
3.	合景悠活	45090354	37	Hejing Youhuo	PRC	April 1, 2020
4.	合景悠活	45081765	36	Hejing Youhuo	PRC	April 1, 2020
5.	合景悠活	45074548	39	Hejing Youhuo	PRC	April 1, 2020
6.	合景悠活	45081484	45	Hejing Youhuo	PRC	April 1, 2020
7.	合景悠活	45084218	41	Hejing Youhuo	PRC	April 1, 2020
8.	合景悠活	45074859	44	Hejing Youhuo	PRC	April 1, 2020
9.	合景悠活	45081811	9	Hejing Youhuo	PRC	April 1, 2020
10.	合景悠活	45102725	35	Hejing Youhuo	PRC	April 1, 2020
11.	合景悠活	45098789	42	Hejing Youhuo	PRC	April 1, 2020
12.	悠方天地	47513062	35	Hejing Youhuo	PRC	June 23, 2020
13.	悠方天地	47502643	37	Hejing Youhuo	PRC	June 23, 2020
14.	悠方天地	47505946	44	Hejing Youhuo	PRC	June 23, 2020
15.	悠方天地	47523924	38	Hejing Youhuo	PRC	June 23, 2020
16.	悠方天地	47520311	41	Hejing Youhuo	PRC	June 23, 2020
17.	悠方天地	47503830	39	Hejing Youhuo	PRC	June 23, 2020

No.	Trademark	Application number	Class	Name of applicant	Place of application	Date of application
18.	悠方天地	47527650	36	Hejing Youhuo	PRC	June 23, 2020
19.	悠方天地	47523928	42	Hejing Youhuo	PRC	June 23, 2020
20.	悠方天地	47515692	43	Hejing Youhuo	PRC	June 23, 2020
21.	冠力置业	48312966	35	Hejing Youhuo	PRC	July 22, 2020
22.	冠力置业	48287167	36	Hejing Youhuo	PRC	July 22, 2020
23.		48290690	35	Hejing Youhuo	PRC	July 22, 2020
24.		48305238	36	Hejing Youhuo	PRC	July 22, 2020
25.	LEADING PROPERTY AGENCY	48287156	35	Hejing Youhuo	PRC	July 22, 2020
26.	LEADING PROPERTY AGENCY	48318383	36	Hejing Youhuo	PRC	July 22, 2020

Pursuant to the PRC Trademark Licensing Agreement entered into between our Company and Guangzhou Hejing Holdings Group Co., Ltd.\* (廣州合景控股集團有限公司) (“**Hejing Holdings**”) on October 14, 2020, our Group had obtained license to use the following trademarks which are under application for registration from Hejing Holdings:

No.	Trademark	Application number	Class	Name of applicant	Place of application	Date of application
1.		45432937	35	Hejing Holdings	PRC	April 14, 2020
2.		45420238	36	Hejing Holdings	PRC	April 14, 2020
3.	K W G L I V I N G	45105281	9	Hejing Holdings	PRC	April 1, 2020
4.	K W G L I V I N G	45100452	36	Hejing Holdings	PRC	April 1, 2020
5.	K W G L I V I N G	45099095	41	Hejing Holdings	PRC	April 1, 2020
6.	K W G L I V I N G	45097881	37	Hejing Holdings	PRC	April 1, 2020
7.	K W G L I V I N G	45091293	42	Hejing Holdings	PRC	April 1, 2020
8.	K W G L I V I N G	45084605	35	Hejing Holdings	PRC	April 1, 2020
9.	K W G L I V I N G	45084135	44	Hejing Holdings	PRC	April 1, 2020
10.	K W G L I V I N G	45079926	43	Hejing Holdings	PRC	April 1, 2020



<u>No.</u>	<u>Trademark</u>	<u>Application number</u>	<u>Class</u>	<u>Name of applicant</u>	<u>Place of application</u>	<u>Date of application</u>
11.	K W G L I V I N G	45074511	45	Hejing Holdings	PRC	April 1, 2020
12.	K W G L I V I N G	45072526	39	Hejing Holdings	PRC	April 1, 2020

**(b) Domain name**

As of the Latest Practicable Date, our Group had registered the following domain name which are material to our business:

<u>No.</u>	<u>Domain name</u>	<u>Name of registered proprietor</u>	<u>Date of registration</u>	<u>Expiry date</u>
1.	kwgliving.com	Hejing Youhuo	December 17, 2019	December 17, 2024

**(c) Copyright**

As of the Latest Practicable Date, our Group had registered the following copyright which is material to our business:

<u>No.</u>	<u>Name of work</u>	<u>Class of work</u>	<u>Registration number</u>	<u>Name of registered proprietor</u>	<u>Place of registration</u>	<u>Date of registration</u>
1.	“U8” Pub Street Signboard Design Drawing* (“U8”酒吧街招牌設計圖)	J. Engineering design drawing, product design drawing	粵作登字-2020-J-00000397	Hejing Youhuo	PRC	June 22, 2020

**C. FURTHER INFORMATION ABOUT OUR DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

**1. Directors**

**(a) Disclosure of Interests — Interests and short positions of our Directors and the chief executive of our Company in our Shares, underlying Shares and debentures of our Company and our associated corporations**

Immediately following completion of the Capitalization Issue and the Spin-off and assuming that the Over-allotment Option is not exercised, the interests or short positions of our Directors or chief executive of our Company in our Shares, underlying Shares and debentures of our Company which will be required to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests

or short positions which they were taken or deemed to have under such provisions of the SFO) or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers to be notified to our Company and the Stock Exchange, once our Shares are listed, will be as follows:

*Interest in our Company*

<u>Name of Director</u>	<u>Nature of interest</u>	<u>Number of Shares interested<sup>(1)</sup></u>	<u>Approximate percentage of interest</u>
Mr. Kong Jianmin	Interest in controlled corporation <sup>(2)(4)</sup>	1,041,029,547 Shares (L)	51.60%
Mr. Kong Jiannan	Interest in controlled corporation <sup>(3)(4)</sup>	1,041,029,547 Shares (L)	51.60%

*Notes:*

- (1) The letter “L” denotes the person’s long position in our Shares.
- (2) Plus Earn and Hero Fine are wholly-owned by Mr. Kong Jianmin. By virtue of the SFO, Mr. Kong Jianmin is deemed to be interested in the Shares in which Plus Earn and Hero Fine are interested.
- (3) Peace Kind is wholly-owned by Mr. Kong Jiannan. By virtue of the SFO, Mr. Kong Jiannan is deemed to be interested in the Shares in which Peace Kind is interested.
- (4) Pursuant to the shareholders’ agreement entered into between Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express and Peace Kind on October 14, 2020, the parties thereto shall vote at general meetings of our Company according to the instruction of whichever party thereto holds the most Shares from time to time. As such, by virtual of the SFO, each of Mr. Kong Jianmin and Mr. Kong Jiannan is deemed to be interested in the total Shares directly held by Plus Earn, Hero Fine, Right Rich, Excel Wave, Wealth Express and Peace Kind.

*Interest in associated corporations of our Company*

<u>Name of Director</u>	<u>Name of associated corporation</u>	<u>Nature of interest</u>	<u>Number of shares held in associated corporation</u>	<u>Percentage of shareholding in the associated corporation</u>
Mr. Kong Jianmin	Plus Earn	Beneficial owner	1,000	100%

*(b) Particulars of service agreements and letters of appointment*

Each of our executive Directors has entered into a service agreement with our Company for a term of three years commencing from the Listing Date, which may be terminated by not less than three months’ notice in writing served by either party on the other.

Each of our non-executive Director and independent non-executive Directors has entered into a letter of appointment with our Company for a term of three years commencing from the Listing Date, which may be terminated by not less than three months' notice in writing served by either party on the other.

*(c) Directors' remuneration*

Each of our executive Directors and non-executive Director is entitled to a remuneration and shall be paid on the basis of a twelve-month year. During the three years ended December 31, 2019 and the four months ended April 30, 2020, the aggregate remuneration paid and the benefits in kind granted (including fees, salaries, bonus, share-based payments, contributions to retirement benefits schemes, allowances and other benefits in kind) to our Directors was approximately RMB0.8 million, RMB0.8 million, RMB1.1 million and RMB0.4 million, respectively. For details, please refer to Note 8 of the Accountants' Report set out in Appendix I to this prospectus.

Each of our independent non-executive Directors has been appointed for a term of three years. We intend to pay a director's fee of HK\$300,000 per annum to each of Ms. Liu Xiaolan, Mr. Fung Che Wai, Anthony and Ms. Ng Yi Kum. Save for directors' fees, none of our independent non-executive Directors is expected to receive any other remuneration for holding their office as independent non-executive Director.

Under the arrangement currently in force, the aggregate remuneration (including fees, salaries, bonus, share-based payments, contributions to retirement benefits scheme, allowances and other benefits in kind) of our Directors for the year ending December 31, 2020 is estimated to be no more than RMB5.9 million.

**2. Substantial shareholders**

*(a) Interest of the substantial Shareholders in the Shares*

Save as disclosed in the section headed "Substantial Shareholders" in this prospectus, so far as our Directors are aware, immediately following the completion of the Spin-off (assuming the Reserved Shares under the Preferential Offering are fully taken up by Qualifying KWG Shareholders and without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option), no person (other than our Directors and chief executive of our Company) will have or be deemed or taken to have an interest and/or short position in our Shares or the underlying Shares which would fall to be disclosed under the provisions of Division 2 and 3 of Part XV of the SFO, or who will be, directly or indirectly, interested in 10% or more of the issued voting shares of our Company.

**(b) Interest of the substantial shareholder of a member of our Group**

As of the Latest Practicable Date, so far as our Directors are aware, the following person (other than our Directors or chief executive of our Company) was entitled to exercise, or control the exercise of, 10% or more of the voting power at the general meeting of a member of our Group:

<u>Name of member of our Group</u>	<u>Name of shareholder</u>	<u>Percentage of equity interest</u>
Xingyu Property	Foshan Xingfu Investment Co., Ltd.* (佛山市星富投資有限公司)	40%
Huanyu Property	Guangzhou Wanjiulong Real Estate Co., Ltd.* (廣州市萬基隆置業有限公司)	26.8%
Huanyu Property	Guangzhou Weizhi Property Management Co., Ltd.* (廣州市微至物業管理有限公司)	13.2%

**3. Agency fees or commissions received**

Save as disclosed in this prospectus, no commissions, discounts, brokerages or other special terms were granted in connection with the issue or sale of any capital of any member of our Group within the two years immediately preceding the date of this prospectus.

**4. Disclaimers**

Save as disclosed in this prospectus:

- (a) none of our Directors or chief executive of our Company has any interest or short position in our shares, underlying shares or debentures of our Company or any of its associated corporation (within the meaning of the SFO) which will have to be notified to our Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO or which will be required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or which will be required to be notified to our Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers once our Shares are listed;
- (b) none of our Directors or experts referred to under the paragraph headed “D. Other information — 8. Qualifications and consents of experts” below has any direct or indirect interest in the promotion of our Company, or in any assets which have within the two years immediately preceding the date of this prospectus been acquired or disposed of by or leased to any member of our Group, or are proposed to be acquired or disposed of by or leased to any member of our Group;
- (c) none of our Directors is materially interested in any contract or arrangement subsisting at the date of this prospectus which is significant in relation to the business of our Group taken as a whole;

- (d) none of our Directors has any existing or proposed service contracts with any member of our Group (excluding contracts expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation));
- (e) taking no account of Shares which may be taken up under the Global Offering, none of our Directors knows of any person (not being a Director or chief executive of our Company) who will, immediately following completion of the Global Offering, have an interest or short position in our Shares or underlying Shares of our Company which would fall to be disclosed to our Company under the provisions of Divisions 2 and 3 of Part XV of SFO or be interested, directly or indirectly, in 10% or more of the issued voting shares of any member of our Group; and
- (f) so far as is known to our Directors as of the Latest Practicable Date, none of our Directors, their respective close associates (as defined under the Listing Rules) or Shareholders of our Company who are interested in more than 5% of the total number of issued Shares has any interests in the five largest customers or the five largest suppliers of our Group.

## D. OTHER INFORMATION

### 1. Tax and other indemnities

Our Controlling Shareholders have entered into the Deed of Indemnity with and in favor of our Company (for ourselves and as trustee for each of our subsidiaries) to provide indemnities on a joint and several basis in respect of, among other matters, (i) taxation or taxation claims resulting from income, profits or gains earned, accrued or received as well as any property claim or estate duty to which any member of our Group may be subject and payable on or before the Listing Date; and (ii) any claims, penalties or other indebtedness resulting from any insufficient contribution to social insurance and housing provident fund during the Track Record Period as disclosed in “Business — Employees — Social Insurance and Housing Provident Fund Contributions”; save (a) to the extent that specific provision or reserve has been made for such taxation or non-compliance incidents in the audited consolidated financial statements of our Group as set out in Appendix I; (b) to the extent that the liability for such taxation would not have arisen but for any act or omission of any member of our Group after the Listing Date without the prior written consent or agreement of the Controlling Shareholders, unless such act or omission is conducted or agreed upon in the ordinary course of business of our Group or under a legally binding obligation created on or before the Listing Date; and (c) to the extent such loss arises or is incurred only as a result of a retrospective change in law or regulations or the interpretation or practice thereof by any relevant authority coming into force after the Listing Date.

### 2. Litigation

As of the Latest Practicable Date, no member of our Group was engaged in any litigation or arbitration of material importance and, so far as our Directors are aware, no litigation or claim of material importance is pending or threatened by or against any member of our Group.

### 3. Joint Sponsors

The Joint Sponsors satisfy the independence criteria applicable to sponsor set out in Rule 3A.07 of the Listing Rules. The Joint Sponsors will receive an aggregate fee of US\$800,000 for acting as the joint sponsors for the Listing.

The Joint Sponsors have made an application on our Company's behalf to the Listing Committee of the Stock Exchange for the approval for the listing of, and permission to deal in, all the Shares in issue and to be issued as mentioned in this prospectus. All necessary arrangements have been made for the Shares to be admitted into CCASS.

### 4. Preliminary expenses

The preliminary expenses incurred and paid by our Company relating to the incorporation of our Company were approximately US\$6,800.

### 5. No material adverse change

Saved as disclosed in this prospectus, our Directors confirm that there has been no material adverse change in our Group's financial or trading position since April 30, 2020 (being the date on which the latest audited combined financial information of our Group was prepared).

### 6. Promoter

Our Company has no promoter. Within the two years immediately preceding the date of this prospectus, no cash, securities or other benefit has been paid, allotted or given nor are any proposed to be paid, allotted or given to any promoters in connection with the Global Offering and the related transactions described in this prospectus.

### 7. Taxation of holders of Shares

#### *(a) Hong Kong*

The sale, purchase and transfer of Shares registered with our Company's Hong Kong branch register of members will be subject to Hong Kong stamp duty, the current rate charged on each of the purchaser and seller is 0.1% of the consideration or, if higher, the fair value of the Shares being sold or transferred. Profits from dealings in the Shares arising in or derived from Hong Kong may also be subject to Hong Kong profits tax.

#### *(b) Cayman Islands*

Under the present Cayman Islands law, there is no stamp duty payable in the Cayman Islands on transfer of Shares.

#### *(c) Consultation with professional advisors*

Intending holders of the Shares are recommended to consult their professional advisors if they are in doubt as to the taxation implications of holding or disposing of or dealing in the Shares. It is emphasized that none of our Company, our Directors or the

other parties involved in the Global Offering will accept responsibility for any tax effect on, or liabilities of, holders of Shares resulting from their holding or disposal of or dealing in Shares or exercise of any rights attaching to them.

#### 8. Qualifications and consents of experts

The following are the qualifications of the experts who have given opinions or advice which are contained in this prospectus:

Name	Qualifications
ABCI Capital Limited	Licensed corporation to conduct Type 1 (Dealing in securities) and Type 6 (Advising on corporate finance) regulated activities as defined under the SFO
Huatai Financial Holdings (Hong Kong) Limited	Licensed corporation to conduct Type 1 (Dealing in securities), Type 2 (Dealing in futures contracts), Type 4 (Advising on securities), Type 6 (Advising on corporate finance) and Type 9 (Asset management) regulated activities as defined under the SFO
Ernst & Young	Certified public accountants
Conyers Dill & Pearman	Cayman Islands attorneys-at-law
Jingtian & Gongcheng	Legal advisors to our Company as to the PRC law
Jones Lang LaSalle Corporate Appraisal and Advisory Limited	Industry consultant
Jones Lang LaSalle Corporate Appraisal and Advisory Limited	Property valuer

#### 9. Consents of experts

Each of the experts named in the paragraph headed “8. Qualifications and consents of experts” above has given and has not withdrawn its written consent to the issue of this prospectus with the inclusion of its reports, letters, opinions, summaries of opinions and/or references to its names included herein in the form and context in which they respectively appear.

#### 10. Interests of experts in our Company

None of the persons named in the paragraph headed “8. Qualifications and consents of experts” above is interested beneficially or otherwise in any Shares or shares of any member of our Group or has any right or option (whether legally enforceable or not) to subscribe for or nominate persons to subscribe for any shares or securities in any member of our Group.



**11. Binding effect**

This prospectus shall have the effect, in an application is made in pursuance of it, of rendering all persons concerned bound by all of the provisions (other than the penal provisions) of sections 44A and 44B of the Companies (Winding Up and Miscellaneous Provisions) Ordinance so far as applicable.

**12. Miscellaneous**

- (a) Within the two years immediately preceding the date of this prospectus:
  - (i) save as disclosed in the section headed “History, Reorganization and corporate structure” in this prospectus, no share or loan capital of our Company or any of our subsidiaries has been issued or agreed to be issued fully or partly paid either for cash or for a consideration other than cash;
  - (ii) no share or loan capital of our Company or any of our subsidiaries is under option or is agreed conditionally or unconditionally to be put under option;
  - (iii) no commissions, discounts, brokerages or other special terms have been granted in connection with the issue or sale of any capital of our Company or any of our subsidiaries; and
  - (iv) no commission has been paid or payable subscribing, agreeing to subscribe or procuring subscription or agreeing to procure subscription for any shares in our Company or any of our subsidiaries;
- (b) no founder, management or deferred Shares nor any debenture in our Company or any of our subsidiaries have been issued or agreed to be issued;
- (c) there has not been any interruption in the business of our Group which may have or has had a significant effect on the financial position of our Group in the 12 months preceding the date of this prospectus;
- (d) the principal register of members of our Company will be maintained in the Cayman Islands by Conyers Trust Company (Cayman) Limited and a branch register of members of our Company will be maintained in Hong Kong by Computershare Hong Kong Investor Services Limited. Unless our Directors otherwise agree, all transfer and other documents of title of Shares must be lodged for registration with and registered by our Company’s share register in Hong Kong and may not be lodged in the Cayman Islands. All necessary arrangements have been made to enable the Shares to be admitted to CCASS;

- (e) no company within our Group is presently listed on any stock exchange or traded on any trading system;
- (f) our Directors have been advised that under Cayman Islands Companies Law the use of a Chinese name by our Company in conjunction with its English name does not contravene the Cayman Islands Companies Law;
- (g) our Company has no outstanding convertible debt securities or debentures; and
- (h) there is no restriction affecting the remittance of profits or repatriation of capital into Hong Kong and from outside Hong Kong.

### **13. Bilingual prospectus**

The English language and Chinese language versions of this prospectus are being published separately in reliance upon the exemption provided by section 4 of the Companies (Exemption of Companies and Prospectuses from Compliance with Provisions) Notice (Chapter 32L of the Laws of Hong Kong).

In case of any discrepancies between the English language version and Chinese language version of this prospectus, the English language version shall prevail.

**A. DOCUMENTS DELIVERED TO THE REGISTRAR OF COMPANIES**

The documents attached to a copy of this prospectus and delivered to the Registrar of Companies in Hong Kong for registration were (a) a copy of each of the **WHITE, YELLOW, GREEN** and **BLUE** Application Forms; (b) the written consents referred to in the section headed “Statutory and general information — D. Other information — 8. Qualifications and consents of experts” in Appendix IV to this prospectus; and (c) a copy of each of the material contracts referred to in the section headed “Statutory and general information — B. Further information about our business — 1. Summary of material contracts” in Appendix IV to this prospectus.

**B. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection at the offices of Sidley Austin at Level 39, Two International Finance Centre, 8 Finance Street, Central, Hong Kong during normal business hours from 9:30 a.m. to 5:30 p.m. up to and including the date which is 14 days from the date of this prospectus:

- (a) the Memorandum of Association and the Articles of Association;
- (b) the Accountants’ Report prepared by Ernst & Young, the text of which is set out in Appendix I to this prospectus;
- (c) the report from Ernst & Young in respect of the unaudited pro forma financial information, the text of which is set out in Appendix II to this prospectus;
- (d) the audited combined financial statements of our Group for the three years ended December 31, 2019 and the four months ended April 30, 2020;
- (e) the legal opinion dated the prospectus date issued by Jingtian & Gongcheng, our legal advisors as to PRC law, in respect of certain aspects and general corporate matters of our Group;
- (f) the letter of advice issued by Conyers Dill & Pearman, our legal advisors as to Cayman Islands law, summarizing certain aspects of the company law of the Cayman Islands referred to in Appendix III to this prospectus;
- (g) the industry report issued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited;
- (h) the opinion letter on the reasonableness of the rent of leasing properties issued by Jones Lang LaSalle Corporate Appraisal and Advisory Limited;
- (i) the Cayman Islands Companies Law;
- (j) copies of the material contracts referred to in the section headed “Statutory and general information — B. Further information about our business — 1. Summary of material contracts” in Appendix IV to this prospectus;

- (k) service agreements and letters of appointment entered into between our Company and each of the Directors (as applicable); and
- (l) the written consents referred to in the section headed “Statutory and general information — D. Other information — 8. Qualifications and consents of experts” in Appendix IV to this prospectus.



**KWG LIVING GROUP HOLDINGS LIMITED**