



濱江服

NG SERVICE

Binjiang Service Group Co., Ltd.

濱江服務集團有限公司

(Stock Code: 3316)

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

INTRODUCTION

On July 11, 2022, Ningbo Binjiang entered into the Estate Management Agreement with Binjiang Real Estate, which Ningbo Binjiang has agreed to perform the Estate Management work for Binjiang Real Estate according to the contract amount of RMB600,000.00. Such contract amount is included in the Estate Management.

On September 23, 2022, Ningbo Binjiang entered into the Jiangsa Agreement, the Jiangsa Management Agreement, the Wuyang Agreement and the Nantong Management Agreement with Jiangbi Real Estate, Binhu Real Estate, Binhai Real Estate and Weiba Real Estate, respectively, which include the amount of RMB71,402,598.00.

Under the Jiangsa Agreement, Ningbo Binjiang has agreed to perform the amount of RMB8,020,923.00 for Jiangsa according to the Jiangbi Real Estate according to the contract amount of RMB8,020,923.00. Such amount is included in the Jiangsa Management.

Under the Jiangsa Management Agreement, Ningbo Binjiang has agreed to perform the amount of RMB46,035,000.00 for Binhu Real Estate according to the contract amount of RMB46,035,000.00. Such contract amount is included in the Jiangsa Management.

Pr , a he W che g Yi ia g Agee e , Ni gb Bi , ha ageed a , e he igh , e f he W che g Yi ia g ca , a ki g , ace f Bi ha Real E a e a a c ide a i f RMB7,280,000.00. S, ch ca , a ki g , ace a e l ca ed i he W che g Yi ia g P jec .

Pr , a he N ble Ma i Agee e , Ni gb Bi , ha ageed a , e he e B igh f he N ble Ma i h , a d he e B igh f he N ble Ma i ca , a ki g , ace f Weiba Real E a e a a c ide a i f RMB10,066,675.00. S, ch h , a d ca , a ki g , ace a e l ca ed i he N ble Ma i P jec .

O Se e be 23, 2022, he C , a B e e ed i he ca e i g e ice f a e % k agee e % h Bi jia g Real E a e de e i e he a , al ca f he , Bea e di g Dece be 31, 2022, de he 2022 Ca e i g Se ice Fa e % k Agee e .

LISTING RULES IMPLICATIONS

A a he da e f hi a , ce e , Ni gb Bi , i a i di ec % h llB % ed , b idia B f he C , a B Bi jia g Real E a e i c lled bBM . Qi Ji i g , e f he c lli g Sha eh lde . Each f Ji gbi Real E a e, Bi g Real E a e, Bi h Real E a e, Bi ha Real E a e a d Weiba Real E a e i a , b idia B f Bi jia g Real E a e, a di he ef e a c eced e f he C , a B , de he Li i g R le . Acc di g B he a aci c e la ed, de he Ac , i i i Agee e c i , e c eced a aci f he C , a B , de Cha e 14A f he Li i g R le . The Ac , i i i Agee e % e e e ed i % h c , a i e c lled bBM . Qi Ji i g % h i a 12 h e i d a d ha e i l a a , e , he i e , e c i e e e c i . Acc di g B he Ac , i i i Agee e hall be agg ega ed, de R le 14A.81 f he Li i g R le . A he a i , a l i cable , e ce age a i i e , e c f he Ac , i i i Agee e e ceed 0.1% b , a e le ha 5%, he a aci c e la ed, de he Ac , i i i Agee e a e , b jec he e i g a d a , ce e e , i e e b , e e f he c i c l a a d i de e de Sha eh lde ' a , al e , i e e , de Cha e 14A f he Li i g R le .

U de Cha e 14A f he Li i g R le , he a aci c e la ed, de 2022 Ca e i g Se ice Fa e % k Agee e c i , e c i , i g c eced a aci f he C , a B . A he a l i cable , e ce age a i f he a , al ca c e la ed, de 2022 Ca e i g Se ice Fa e % k Agee e e ceed 0.1% b , all f % h i a e le ha 5%, he a aci c e la ed, de 2022 Ca e i g Se ice Fa e % k Agee e a e , b jec he e i g a , ce e a d a , al e i e % e , i e e , de Cha e 14A f he Li i g R le b , e e f he c i c l a a d i de e de Sha eh lde ' a , al e , i e e , de R le 14A.76(2) f he Li i g R le .

DETAILS OF THE ACQUISITIONS

(3) ~~The Jia-g-a-Ma-i-Ag-ee-e-~~

Da e

Se e be 23, 2022

Pa e

(a) Ni gb Bi , a he a ig ee; a d

(b) Bi h Real E a e a he a ig .

I e e be ac ed b N b B

The igh , e (which i cl de he igh cc, B, a ig e ,) ca a ki g ace , bei g he 365 ca a ki g ace l ca ed i he Jia g a Ma i P jec , il he e i B f he la d , e igh f he Jia g a Ma i P jec Dece be 29, 2087.

C de a

The c ide a i f he igh , e f ca a ki g ace , de he Jia g a Ma i Ag ee e f RMB46,035,000.00 a de e i ed a fe a ' le gh eg ia i be ee Ni gb Bi , a d Bi h Real E a e, ha i g ake i acc , a g he hi g , he e aili g a ke ice f ca a ki g ace l ca ed ea he Jia g a Ma i P jec .

Pa e a d C e

The c ide a i f he igh , e f ca a ki g ace , de he Jia g a Ma i Ag ee e ill be f ded b Bi e al e , ce f he C a B a d hall be a B able i ca h i hi 10 da B f he da e f he Jia g a Ma i Ag ee e a d c le i f he Jia g a Ma i Ag ee e hall ake lace he a e da B , a B e f c ide a i .

(4) The W che g Yi ia g Ag ee e

Da e

Se e be 23, 2022

Pa e

(a) Ni gb Bi , a he a ig ee; a d

(b) Bi ha Real E a e a he a ig .

I e e be ac ed b N b B

The igh , e (which i cl de he igh cc , B a ig e ,) ca , a ki g , ace , bei g he 48 ca , a ki g , ace l ca ed i he W che g Yi ia g P jec , il he e , i B f he la d , e igh f he W che g Yi ia g P jec Ma ch 15, 2088.

C de a

The c ide a i f he igh , e f ca , a ki g , ace , de he W che g Yi ia g Ag ee e f RMB7,280,000.00 a de e i ed a fe a ' le g h eg ia i be ee Ni gb Bi , a d Bi ha Real E a e, ha i g ake i acc , , a g he hi g , he e ail g a ke ice f ca , a ki g , ace l ca ed ea he W che g Yi ia g P jec .

Pa e a d C e

The c ide a i f he igh , e f ca , a ki g , ace , de he W che g Yi ia g Ag ee e ill be f ded b Bi e al e , ce f he C a B a d hall be a B able i ca h i hi 10 da B f he da e f he W che g Yi ia g Ag ee e a d c le i f he W che g Yi ia g Ag ee e hall ake lace he a e da B , a B e f c ide a i .

(5) ~~The Noble Ma~~ ~~Ag~~ ~~ee~~ ~~e~~

Da e

Se e be 23, 2022

Pa e

(a) Ni gb Bi , a he a ig ee; a d

(b) Weiba Real E a e a he a ig .

I e e be ac ed b N b B

The e B igh f ca a ki g ace , bei g he 382 ca a ki g ace l ca ed i
he N ble Ma i P jec , il he e i B f he la d, e igh f he N ble Ma i
P jec Ar g 26, 2088.

INFORMATION ON THE CAR PARKING SPACES AND THE SHOPS

As at September 23, 2022, the developer has completed the construction of the car parking spaces and shops at the Weiba Real Estate, the Noble Mani Agreements (the "Weiba") and RMB6,686,946.55 and RMB9,722,570.56, respectively. While the developer has completed the construction of the Ji gbi Real Estate, the Jia g a S a Agreements (the "Ji gbi") and RMB4,734,899.44.

The developer has completed the construction of the car parking spaces, bookable shops, retail shops, and the hotel at the Weiba Real Estate, the Ji gbi Real Estate, the Bi h Real Estate and the Bi ha Real Estate.

REASONS FOR AND BENEFITS OF THE ACQUISITION AGREEMENTS

Developer has completed the construction of the car parking spaces, bookable shops, retail shops, and the hotel at the Weiba Real Estate, the Ji gbi Real Estate, the Bi h Real Estate and the Bi ha Real Estate. The developer has completed the construction of the car parking spaces, bookable shops, retail shops, and the hotel at the Weiba Real Estate, the Ji gbi Real Estate, the Bi h Real Estate and the Bi ha Real Estate.

The developer has completed the construction of the car parking spaces, bookable shops, retail shops, and the hotel at the Weiba Real Estate, the Ji gbi Real Estate, the Bi h Real Estate and the Bi ha Real Estate. The developer has completed the construction of the car parking spaces, bookable shops, retail shops, and the hotel at the Weiba Real Estate, the Ji gbi Real Estate, the Bi h Real Estate and the Bi ha Real Estate.

The developer has completed the construction of the car parking spaces, bookable shops, retail shops, and the hotel at the Weiba Real Estate, the Ji gbi Real Estate, the Bi h Real Estate and the Bi ha Real Estate. The developer has completed the construction of the car parking spaces, bookable shops, retail shops, and the hotel at the Weiba Real Estate, the Ji gbi Real Estate, the Bi h Real Estate and the Bi ha Real Estate.

P i c i g . l i c B

A a g e e a l i c i l e , h e f e e b e a i d h e G ,
d e a g e e e f h e c i , i g c e c e d a a c i
(i c l d i g h e 2022 C a e i g S e i c e F a e k
A g e e e) h a l l b e d e e i e d a a ' l e g h b a i
i a c c d a c e h h e e a i l i g a k e i c e f i l a
e i c e d c a d c e a i g e e a l i c i l e :

(i) h e f e e c e a a c e d i c e f e c e a a c i
h a e , b a i a l l i l a e i c e d c
h c a a b l e e i c e c e , e i c e B e a d
a a c i l e f f e e d h e G , h e
l i e h a e i d e e d e h i d a i e ;

(i i) i f h e e a e , f f i c i e c a a b l e a a c i
i (i) a b e , h e f e e c e e a i l i g a k e i c e
f e c e a a c i i h e a k e h a e
b a i a l l i l a e i c e h c a a b l e e i c e
c e , e i c e B e a d a a c i l e ; a d

(i i i) i f h e e a e , f f i c i e c a a b l e a a c i i
(i i) a b e , a l c e c i a l e b e e h e
G , h e f e e c e h e f f e e d i d e e d e
h i d a i e B B i j i a g R e a l E a e i e e c f h e
a e , b a i a l l i l a e i c e h c a a b l e
e i c e c e , e i c e B e a d a a c i l e ;
a d

(i) i f e f (i) , (i i) a d (i i i) a b e a e a l i c a b l e , h e
e f e e c e h e a e a g e i c e f i l a e i c e
e i , l i e d h e G , h e B i d e e d e h i d
a i e , a d a l c e c i a l e b e e
h e G .

T a k i g i a c c , h e a b e g r i d i g i c i l e a d
e c i f i c a l l h e f e e c e h e c a e i g i d , h e
e i c e f e e a d a b e e f h e i i f c a e i g
e i c e B B i j i a g R e a l E a e h a l l b e d e e i e d
a ' l e g h b a i a c c d i g h e i c i l e a b e . B a e d
h e i f a i c l l e c e d , h e G , i l l e , e h e a e
i l l b e h i g h e h a h e a d a d a e f i l a e i c e
f i l a j e c i h e a k e a d h e a d a d a e
c h a g e d b e c h a g e d B B i j i a g R e a l E a e f i l a
e i c e b e i d e d h e i d e e d e h i d a i e f
i l a j e c .

(c) **Additional liabilities**

The additional liabilities of the 2022 Caering Service Framework Agreement of the Beaidig Dec 31, 2022 shall exceed RMB3 billion.

The additional liabilities identified hereafter include: (i) the additional financial, RMB822,000 and RMB245,900 for the respective periods of Dec 31, 2020 and 2021 and the eight months ended Aug 31, 2022, respectively, of the Guandao Biyong Real Estate; and (ii) the additional bridge-related liability of the Guandao.

(d) **Real estate**

The Director (including the Director-elect) considers that the earnings of the 2022 Caering Service Framework Agreement in the Guandao, respectively, and the earnings of the 2022 Caering Service Framework Agreement and the additional special dividend, respectively, shall be higher than the dividend, which are fair and reasonable in the context of the Board's Shareholder Agreement.

INTERNAL CONTROL POLICIES FOR CONTINUING CONNECTED TRANSACTIONS

The related party transactions of the Group are all carried out on an arm's length basis, and the Group has adopted the full disclosure policy to disclose the related party transactions in the financial statements.

- (1) The related party transactions of the Group are all carried out on an arm's length basis, and the Group has adopted the full disclosure policy to disclose the related party transactions in the financial statements;
- (2) The related party transactions of the Group are all carried out on an arm's length basis, and the Group has adopted the full disclosure policy to disclose the related party transactions in the financial statements;
- (3) The related party transactions of the Group are all carried out on an arm's length basis, and the Group has adopted the full disclosure policy to disclose the related party transactions in the financial statements;
- (4) The related party transactions of the Group are all carried out on an arm's length basis, and the Group has adopted the full disclosure policy to disclose the related party transactions in the financial statements;
- (5) The related party transactions of the Group are all carried out on an arm's length basis, and the Group has adopted the full disclosure policy to disclose the related party transactions in the financial statements;

INFORMATION ON THE PARTIES

The Group

The Company is a limited liability company incorporated in the Cayman Islands. The Group is a variable interest entity under the applicable accounting standards in China. The Group is a high-end service provider. As at the end of the reporting period, the Group is owned as follows:

(i) 45.85% by Guangzhou Dage Investment Limited, a company held by Cao (Fang) Li (何良), the former Chairman of the Board of Directors, which is a director of the Company; (ii) 12.89% by Jiangsu Global Holdings Limited, a company held by Jifeng (Aia) Li (李继峰), the former Chairman of the Board of Directors, which is a director of the Company; (iii) 12.89% by Hangzhou Investment Limited, a company held by Jifeng (Aia) Li (李继峰), the former Chairman of the Board of Directors, which is a director of the Company; and (iv) 12.89% by Hangzhou Investment Limited, a company held by Jifeng (Aia) Li (李继峰), the former Chairman of the Board of Directors, which is a director of the Company. Mr. Jiang Hui (姜辉) is the Chairman of the Board of Directors. Mr. Jiang Hui is also the Chairman of the Board of Directors.

Ningbo Biotech

Ningbo Biotech is a limited liability company incorporated in the PRC on 14 May 2019 and is a subsidiary of the Group. It is a biotechnology company. It is a high-end service provider.

Biotech Real Estate

Biotech Real Estate, a limited liability company established in the PRC, has been established in the Shekou Stock Exchange (stock code: 002244), is a subsidiary of the Group. As at the end of the reporting period, Biotech Real Estate is owned as follows:

(i) 45.41% by Hangzhou Investment Limited, a company held by Jifeng (Aia) Li (李继峰); (ii) 11.94% by BM Qijiang; (iii) 3.22% by BM M Jiahua; (iv) 3.22% by BM Zhuhui; and (v) 1.00% by BM Qijiaqi (戚加奇), the former Chairman of the Board of Directors of Biotech Real Estate. Each of the shareholders holds 5% or more. Biotech Real Estate is controlled by BM Qijiang, which holds 64% of the shares, BM M Jiahua holds 18%, and BM Zhuhui holds 18%.

Jiabi Real Estate

Jiabi Real Estate is a limited liability company incorporated in the PRC and is a subsidiary of the Group. It is a real estate company. It is a high-end service provider. It is a subsidiary of the Group. It is a high-end service provider.

Bi-hu Real Estate

Bi-hu Real Estate is a limited liability company incorporated in the PRC and is a 100% subsidiary of Bi-jia-g Real Estate. Bi-hu Real Estate is wholly owned by Jia-ga Ma Investment.

Bi-ha Real Estate

Bi-ha Real Estate is a limited liability company incorporated in the PRC and is 100% owned by Bi-jia-g Real Estate. Bi-ha Real Estate is wholly owned by W-cheng Yi Investment.

Weiba Real Estate

Weiba Real Estate is a limited liability company incorporated in the PRC and is held 80% and 20% by Ha-g-h, Bi-hi Investment Co., Ltd. (杭州濱峙實業有限公司) and Ni-g-b Bi-jia-g Weiba Investment Management Partnership (Limited Partnership) (寧波濱江維堡投資管理合夥企業(有限合夥)), respectively. Weiba Real Estate is wholly owned by Bi-jia-g Real Estate and Ha-g-h, La-fe-g-e Investment Management Co., Ltd. (杭州藍楓企業管理有限公司) each hold 50% equity. Bi-jia-g Real Estate and Ha-g-h, Bi-hi Investment Co., Ltd. each hold 50% equity. Ha-g-h, La-fe-g-e Investment Management Co., Ltd. held a 50% equity. Ha-g-h, Ji-g-a Investment Management Co., Ltd. (杭州俊冠投資管理有限公司) and He-e-ai-i-g 50% equity held by He-f, He-ha-h-lde (each hold 20%). Ha-g-h, Ji-g-a Investment Management Co., Ltd. held a 70% and 30% equity. H-g-i-a-g (胡紅湘) and Y-li-he (俞理合), each a director. Bi-jia-g Real Estate held 100% equity. Bi-jia-g Weiba Investment Management Partnership (Limited Partnership). The best knowledge, information and belief of the Director, Ha-g-h, La-fe-g-e Investment Management Co., Ltd. and its authorized representative is that the Company is a validly incorporated.

Bi-g Real Estate

Bi-g Real Estate, a subsidiary of Bi-jia-g Real Estate, is a limited liability company incorporated in the PRC and is held 26% by Bi-jia-g Real Estate. The equity is held by Bi-jia-g Real Estate and Bi-hi Investment Management Co., Ltd. (杭州濱匯企業管理有限公司) and Ha-g-h, Lia-g-e Real Estate Co., Ltd. (杭州梁悅置業有限公司), and Bi-hi Investment Management Co., Ltd. (杭州濱匯企業管理有限公司) each held a 24% equity. She-he A-ch-a-g Investment Management Co., Ltd. (深圳安創投資管理有限公司), respectively. Ha-g-h, Bi-hi Investment Management Co., Ltd. effectively holds a 99.86% equity. Sea-e H-l-d-i-g Co., Ltd. (acquired by the Shanghai Stock Exchange, stock code: 601155). Ha-g-h, Lia-g-e Real Estate Co., Ltd. is a

Ac, i i i A g e e e a e , b j e c h e e i g a d a , c e e e , i e e b , e e f h e c i c l a a d i d e e d e S h a e h l d e ' a , a l e , i e e , d e C h a e 14A f h e L i i g R l e .

U d e C h a e 14A f h e L i i g R l e , h e a a c i c e l a e d , d e 2022 C a e i g S e i c e F a e k A g e e e c i , e c i , i g c e c e d a a c i f h e C a B A h e a l i c a b l e e c e a g e a i f h e a , a l c a c e l a e d , d e 2022 C a e i g S e i c e F a e k A g e e e e c e e d 0.1% b a l l f h i c h a e l e h a 5% , h e a a c i c e l a e d , d e 2022 C a e i g S e i c e F a e k A g e e e a e , b j e c h e e i g a , c e e a d a , a l e i e e , i e e b , e e f h e c i c l a a d i d e e d e S h a e h l d e ' a , a l e , i e e , d e R l e 14A.76(2) f h e L i i g R l e .

A M . M J i a h a a d M . Q i J i a i , - e e c i e D i e c , a e h a e h l d e f B i j i a g R e a l E a e , h e B h a e a b a i e d f i g h e e l i f h e B a d a e d i e e c f h e a a c i c e l a e d , d e h e a b e a g e e e . S a e a a f e e i e d , e f h e h e D i e c h a e a a e i a l i e e i h e a a c i c e l a e d , d e h e a b e a g e e e a d h e D i e c h a a b a i e d f i g .

DEFINITIONS

I h i a , c e e , h e f l l i g e e i h a l l h a e h e e a i g e , b e l l e h e c e e , i e h e e :

2022 C a e i g S e i c e F a e k A g e e e - h e c a e i g e i c e f a e k a g e e e e e e d i b e e h e C a B a d B i j i a g R e a l E a e d a e d S e e b e 23, 2022

A c , i i i A g e e e - J i a g a S a A g e e e , J i a g a M a i A g e e e , W c h e g Y i i a g A g e e e , N b l e M a i A g e e e a d E a e M a i A g e e e

B i h a R e a l E a e - 錫 人 閩 麻 站 髮 鷲 霰 磷 霸 蠟 鷺 侨 啜 零 霰 菽 閉 塵 蓼 覺 鷓 霍 隰 鳩 鷓 鞞 隰

Ea e Ma i P jec –	a e ide ial jec l ca ed i Ha g h , , he PRC, which i de el ed b Bi g Real E a e a d a aged b he G ,
G , –	he C a Ba di , b idia ie
H g K g–	he H g K g S ecial Ad i i a i e Regi f he Pe le’ Re , blic f Chi a
Jia g a Ma i Ag ee e –	he ag ee e e e ed i be ee Ni gb Bi , a d Bi h Real E a e da ed Se e be 23, 2022
Jia g a Ma i P jec –	a e ide ial jec l ca ed i Ha g h , , he PRC, which i de el ed b Bi h Real E a e a d a aged b he G ,
Jia g a Sa Ag ee e –	he ag ee e e e ed i be ee Ni gb Bi , a d Ji gbi Real E a e da ed Se e be 23, 2022
Jia g a Sa P jec –	a e ide ial jec l ca ed i Ha g h , , he PRC, which i de el ed b Ji gbi Real E a e a d a aged b he G ,
Ji gbi Real E a e–	Ha g h , Ji gbi Real E a e C ., L d., a li i ed liabili c a Bi c a ed i he PRC a d i di ec l b ed a 100% b Bi jia g Real E a e. Ji gbi Real E a e i i ci all Be gaged i e de el e b i e a d i he de el e f Jia g a Sa P jec
Li i g R le –	he R le G e i g he Li i g f Sec i ie The S ck E cha ge f H g K g Li i ed
M . Qi Ji i g–	O e f he c lli g Sha eh lde
Ni gb Bi , –	Ni gb Bi , P e Ma age e C a Li i ed* (寧波濱潤物業服務有限公司), a li i ed liabili c a i c a ed i he PRC a d i a PRC a e Tbli B ed

