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**THEMATIC BRIDGE
INVESTMENT PTE. LTD.**
*(a private limited company incorporated
in Singapore with limited liability)*

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Jinke Smart Services Group Co., Ltd.
金科智慧服務集團股份有限公司
*(a joint stock company incorporated in the People's
Republic of China with limited liability)*
(Stock Code: 9666)

JOINT ANNOUNCEMENT

VOLUNTARY CONDITIONAL GENERAL CASH OFFER BY CHINA INTERNATIONAL CAPITAL CORPORATION HONG KONG SECURITIES LIMITED FOR AND ON BEHALF OF THE OFFEROR TO ACQUIRE ALL OF THE OFFER SHARES IN THE COMPANY

- (1) UPDATE ON FULFILMENT OF CONDITIONS OF THE OFFER;**
- (2) WAIVER OF CONDITION OF THE OFFER;**
- (3) UNCONDITIONALITY IN ALL RESPECTS OF THE OFFER AND**
- (4) FINAL CLOSING DATE OF THE OFFER**

INTRODUCTION

References are made to (1) the joint announcements dated 27 September (the “**Rule 3.5 Announcement**”), 18 October and 24 October 2022 issued by Jinke Smart Services Group Co., Ltd. (the “**Company**”) and Thematic Bridge Investment Pte. Ltd. (the “**Offeror**”) in relation to, among other things, the Offer; and (2) the composite document (the “**Composite Document**”) dated 24 October 2022 jointly issued by the Company and the Offeror in relation to, among other things, the Offer, accompanied by the Form of Acceptance. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Composite Document.

UPDATE ON FULFILMENT OF CONDITIONS OF THE OFFER AND WAIVER OF CONDITION OF THE OFFER

As stated in the Composite Document, the Offer will be conditional upon the fulfilment or waiver (as applicable) of the following Conditions:

- a. valid acceptances of the Offer being received (and not, where permitted, withdrawn) in respect of at least 50,359,122 Offer Shares representing approximately 7.71% of the issued share capital of the Company (which, together with the number of Shares held by the Boyu Group at such time, shall be an aggregate of at least 198,465,822 Shares representing approximately 30.40% of the issued share capital of the Company) at or before 4:00 p.m. (Hong Kong time) on the Closing Date (or such later time as the Offeror may, subject to the rules of the Takeovers Code, decide);
- b. the Offeror having obtained Anti-trust Clearance;
- c. save as publicly disclosed by the Company in any of its announcements and circulars up to the date of the Latest Practicable Date, since the date of the last audited consolidated financial statements of the Group, there having been no change, effect, fact, event or circumstance which has had or would reasonably be expected to have a material adverse effect on, or cause a material adverse change in, the general affairs, management, financial position, business prospects, conditions (whether financial, operational, legal, regulatory or otherwise), earnings, solvency, current or future consolidated financial position, shareholders' equity or results of operations of the Group as a whole; and
- d. no event having occurred which would make the Offer or the acquisition of any of the Offer Shares under the Offer void, unenforceable or illegal or which would prohibit the implementation of the Offer.

As stated in the Composite Document, the Offeror reserves the right to waive the Conditions set out in paragraphs (a) and (c) above either in whole or in part, either generally or in respect of any particular matter. All of the above Conditions must be fulfilled or waived (as applicable) on or before the Conditions Long Stop Date (i.e. Saturday, 17 December 2022), failing which the Offer will lapse. The Conditions set out in paragraphs (b) and (d) above are not waivable by any party. The Company has no right to waive any of the Conditions.

The Offeror and the Company are pleased to announce that the Offeror obtained Anti-trust Clearance on 8 November 2022. Accordingly, the Condition set out in paragraph (b) above was fulfilled on 8 November 2022.

The Offeror further wishes to announce that it waives the Condition set out in paragraph (a) above.

As at 4:00 p.m. on 8 November 2022, valid acceptances of the Offer have been received in respect of 53,200 Offer Shares, representing approximately 0.0081% of the issued share capital of the Company as at the date of this joint announcement (the “**Acceptance Shares**”). No acceptances of the Offer have been received from any of the Concert Parties of the Offeror. Taking into account such acceptances, the Offeror and its Concert Parties are in aggregate interested in 393,055,875 Shares, representing approximately 60.21% of the issued share capital of the Company, among which the Boyu Group is interested in 194,857,600 Shares, representing approximately 29.85% of the issued share capital of the Company. Accordingly, the requirement under Rule 30.2 of the Takeovers Code for the Offer to be conditional upon the Offeror having received acceptances in respect of Shares which, together with Shares acquired or agreed to be acquired before or during the Offer, will result in the Offeror and its Concert Parties holding more than 50% of the voting rights of the Company which was already satisfied on the date of the Rule 3.5 Announcement, remains satisfied as of the date of this joint announcement.

As of the date of this joint announcement, no event has occurred which has caused the Conditions set out in paragraphs (c) and (d) above not being able to be fulfilled.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately prior to the commencement of the Offer Period (which commenced on 27 September 2022), save for the 148,106,700 Shares already held by the Boyu Group, 198,074,875 Shares held by Jinke Property Group and 123,400 Shares held by Mr. Huang Hongyun, which collectively represented approximately 53.05% of the issued share capital of the Company, the Offeror and its Concert Parties did not hold, own, have control or direction over any Shares or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company.

As at the date of this joint announcement, taking into account (a) the on-market purchases of 46,697,700 Shares (representing approximately 7.15% of the issued share capital of the Company) by the Offeror on 27 September 2022 and 28 September 2022 and (b) the Acceptance Shares, subject to the due registration by the Registrar of the transfer of the Acceptance Shares, the Offeror and its Concert Parties are interested in an aggregate of 393,055,875 Shares, representing approximately 60.21% of the total number of issued Shares as at the date of this joint announcement, among which the Boyu Group is interested in 194,857,600 Shares, representing approximately 29.85% of the issued Shares as at the date of this joint announcement.

Save as disclosed above, none of the Offeror and its Concert Parties (i) held, controlled or had direction over any Shares and rights over Shares immediately before the commencement of the Offer Period; nor (ii) has acquired or agreed to acquire any Shares or rights over Shares during the Offer Period and up to and including the date of this joint announcement. Furthermore, none of the Offeror and its Concert Parties has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period and up to and including the date of this joint announcement.

OFFER HAS BECOME UNCONDITIONAL IN ALL RESPECTS

As all the Conditions set out in the Composite Document have now been fulfilled or waived (as applicable), the Offeror announces that the Offer has become unconditional in all respects.

FINAL CLOSING DATE OF THE OFFER

Pursuant to Rule 15.3 of the Takeovers Code, when an offer becomes or is declared unconditional in all respects, at least 14 days' notice in writing must be given before the offer is closed to those shareholders who have not accepted the offer. Shareholders are reminded that the Offeror does not have any obligation to keep the Offer open for acceptance beyond this 14-day period.

The latest time and date for acceptance of the Offer will be 4:00 p.m. on 22 November 2022, which will be the Final Closing Date of the Offer. Acceptances of the Offer received after 4:00 p.m. on the Final Closing Date will be rejected.

SETTLEMENT OF THE OFFER

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of the Offer Shares for which the Offer is accepted) payable for the Shares tendered under the Offer will be posted to the Accepting Shareholders by ordinary post at his/her/its own risk. Payment will be made as soon as possible, but in any event within seven (7) Business Days following the later of (i) the date on which the Offer becomes or is declared unconditional in all respects (i.e. 8 November 2022) and (ii) the date of receipt by the Registrar of the duly completed Form of Acceptance and all other relevant documents to render the acceptance under the Offer complete and valid.

ACCEPTANCES

The Shareholders are encouraged to read the Composite Document and the Form of Acceptance carefully, including the recommendation of the Independent Board Committee and the letter of advice from the Independent Financial Adviser in respect of the Offer before deciding whether or not to accept the Offer.

Shareholders are advised to refer to the Composite Document and the Form of Acceptance for details of the acceptance procedures if they wish to accept the Offer. A further announcement on the results of the Offer will be made on 22 November 2022 in accordance with Rule 19.1 of the Takeovers Code.

All references to times and dates contained in this joint announcement are to Hong Kong times and dates.

By order of the board of directors of
Thematic Bridge Investment Pte. Ltd.
Ho Wing Hang Florence
Director

By order of the Board
Jinke Smart Services Group Co., Ltd.
Xia Shaofei
Chairman

Hong Kong, 8 November 2022

The directors of the Offeror and the shareholder-cum-directors of the managers of Boyu jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Group) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the board of directors of the Offeror is comprised of Ms. Ho Wing Hang Florence and Mr. Fok Chung Shing Vincent, and the managers of Boyu are Yixin, Ltd. (of which Mr. Tong Xiaomeng is the sole shareholder and sole director) and JH Capital Holdings Ltd (of which Mr. Cheung, Chi Yan Louis is the sole shareholder and sole director).

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror and its Concert Parties) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the directors of the Offeror and the shareholder-cum-directors of the managers of Boyu) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statements in this joint announcement misleading.

As at the date of this joint announcement, the Board comprises Mr. Xia Shaofei and Mr. Xu Guofu as executive Directors, Mr. Luo Licheng, Mr. Liang Zhongtai, Ms. Lin Ke and Mr. Wu Xiaoli as non-executive Directors, and Mr. Cao Guohua, Ms. Yuan Lin and Mr. Chan Chi Fung Leo as independent non-executive Directors.