

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, 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 joint announcement.

This joint announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company nor shall there be any sale, purchase or subscription for securities of the Company in any jurisdiction in which such offer, solicitation or sale would be unlawful absent the filing of a registration statement or the availability of an applicable exemption from registration or other waiver. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of the relevant laws of such jurisdiction.

**THEMATIC BRIDGE
INVESTMENT PTE. LTD.**

*(a private limited company incorporated
in Singapore with limited liability)*

Jinke 金科服务

关 爱 无 处 不 在

**Jinke Smart Services Group Co., Ltd.
金科智慧服务集团股份有限公司**

*(a joint stock company incorporated in the
People's Republic of China with limited liability)*
(Stock Code: 9666)

JOINT ANNOUNCEMENT

- (1) CLOSE OF THE VOLUNTARY UNCONDITIONAL 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;
(2) RESULTS OF THE OFFER; AND
(3) PUBLIC FLOAT OF THE COMPANY**

Financial Adviser to the Offeror



Independent Financial Adviser to the Independent Board Committee



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; (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; and (3) the joint announcement dated 8 November 2022 (the “**8 November Announcement**”) issued by the Company and the Offeror in relation to, among other things, the final closing date of the Offer. Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Composite Document.

CLOSE OF THE OFFER

The Offeror and the Company jointly announce that the Offer was closed at 4:00 p.m. on Tuesday 22 November 2022 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

At 4:00 p.m. on Tuesday, 22 November 2022, being the latest time and date for acceptance of the Offer as set out in the 8 November Announcement, the Offeror had received valid acceptances in respect of a total of 31,244,571 Offer Shares under the Offer, representing approximately 4.79% of the issued share capital of the Company as at the date of this joint announcement (the “**Acceptance Shares**”).

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.

The latest date for posting remittances for the amounts due in respect of valid acceptances received under the Offer will be on Thursday, 1 December 2022.

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.

Immediately after the close of the Offer and as at the date of this joint announcement, taking into account:

- (a) the Acceptance Shares (subject to the due registration by the Registrar of the transfer of the Acceptance Shares); and
- (b) the 46,697,700 Shares (representing approximately 7.15% of the issued share capital of the Company) which were purchased by the Offeror on-market on 27 September 2022 and 28 September 2022 (the “**Purchased Shares**”) since the commencement of the Offer Period (which commenced on 27 September 2022),

the Offeror and its Concert Parties are in aggregate interested in 424,247,246 Shares, representing approximately 64.98% of the issued share capital of the Company, among which the Boyu Group is interested in 226,048,971 Shares, representing approximately 34.63% of the issued share capital of the Company.

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.

Set out below is the shareholding structure of the Company immediately prior to the making of the Offer and immediately after the close of the Offer and as at the date of this joint announcement (taking into account the Acceptance Shares and the Purchased Shares):

Name of Shareholders	Immediately prior to making of the Offer		Immediately after the close of the Offer and as at the date of this joint announcement	
	No. of Shares held	Approx. % of issued Shares	No. of Shares held	Approx. % of issued Shares
Jinke Property Group ^(Note 1)	198,074,875	30.34%	198,074,875	30.34%
The Boyu Group ^(Note 2)	148,106,700	22.69%	226,048,971	34.63%
Mr. Huang Hongyun ^(Note 3)	123,400	0.02%	123,400	0.02%
The Offeror and its Concert Parties	346,304,975	53.05%	424,247,246	64.98%
The Company Management ESOP ^(Note 4)	50,516,464	7.74%	50,516,464	7.74%
The Seller Management ESOP ^(Note 4)	4,942,300	0.76%	1,308,200	0.20%
The Company EBT ^(Note 5)	4,692,683	0.72%	5,192,683	0.80%
Other public Shareholders	246,391,678	37.73%	171,583,507	26.28%
Total:	652,848,100	100%	652,848,100	100%

Notes:

- As at the date of this joint announcement, Jinke Property holds 197,977,875 Shares, representing approximately 30.33% of the total issued share capital of the Company. As advised by Jinke Property, Shenzhen Jinke Industrial Investment Fund Management Co., Ltd., a wholly-owned subsidiary of Jinke Property, holds 97,000 Shares, representing approximately 0.01% of the issued share capital of the Company.
- The Offeror has made on-market purchases of the Purchased Shares on 27 September 2022 and 28 September 2022. Please refer to the paragraph headed “Additional Disclosure of Interests and Dealings” in Appendix II – Financial Information of the Group to the Composite Document.
- Mr. Huang Hongyun is the founder of Jinke Property and, based on the announcement published by Jinke Property on the Shenzhen Stock Exchange dated 18 November 2022, is, together with persons acting in concert with him, deemed interested in 24.098% of the total issued shares of Jinke Property.
- Pursuant to (a) a letter of undertaking granted by the Company Management ESOP in favour of Broad Gongga dated 15 December 2021 and (b) a letter of undertaking granted by the Seller Management ESOP in favour of Broad Gongga dated 15 December 2021, each of the Company Management ESOP and the Seller Management ESOP agreed to certain lock-up undertakings in favour of Broad Gongga with regard to its Shares. The letters of undertaking were terminated on 28 July 2022. As a result of the foregoing arrangements entered into between the ESOP Entities and Broad Gongga, each of the ESOP Entities was treated as a concert party of Broad Gongga, and therefore as a Concert Party, under Note 8 to Rule 22 of the Takeovers Code until 28 July 2022 when the letters of undertaking were terminated.
- Pursuant to a cooperation agreement entered into between, among others, Broad Gongga and Mr. Xia Shaofei (an executive Director) dated 15 December 2021, Mr. Xia Shaofei agreed, among other things, to acquire further Shares in the Company and to certain restrictions on transfer over Shares held by him (if any), in each case within certain agreed time periods. The foregoing contractual arrangements were terminated on 16 June 2022. The Board has also authorised Mr. Xia Shaofei to manage the Company EBT. As a result of the foregoing contractual arrangements between Mr. Xia Shaofei and Broad Gongga, the Company EBT was treated as a concert party of Broad Gongga, and therefore as a Concert Party, under Note 8 to Rule 22 of the Takeovers Code until 16 June 2022 when the contractual arrangements were terminated.

PUBLIC FLOAT

Immediately after the close of the Offer and as at the date of this joint announcement, subject to the due registration by the Registrar of the transfer of the Acceptance Shares, 228,600,854 Shares, representing approximately 35.02% of the issued share capital of the Company, are held by the public (within the meaning of the Listing Rules). Accordingly, as at the date of this joint announcement, the Company continues to satisfy the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules.

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, 22 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.