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Runhua Living Service Group Holdings Limited

润华生活服务集团控股有限公司

(a company incorporated in the Cayman Islands with limited liability)

(Stock Code: 2455)

VOLUNTARY ANNOUNCEMENT

CHANGE OF SHAREHOLDING STRUCTURE IN THE COMPANY

The Company was informed by Mr. Luan HQ that on 14 October 2024, the Family Trust Arrangement was completed for the family wealth planning purposes of his family.

The Family Trust Arrangement may have triggered the requirement to make a mandatory general offer for the Shares pursuant to Rule 26.1 of the Takeovers Code, unless a waiver is granted by the Executive. The Executive has granted a waiver pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code of the obligation on the part of Sailing, Skywind and the Trustee to make a general offer for the Shares which may have otherwise arisen as a result of the Family Trust Arrangement.

THE FAMILY TRUST ARRANGEMENT

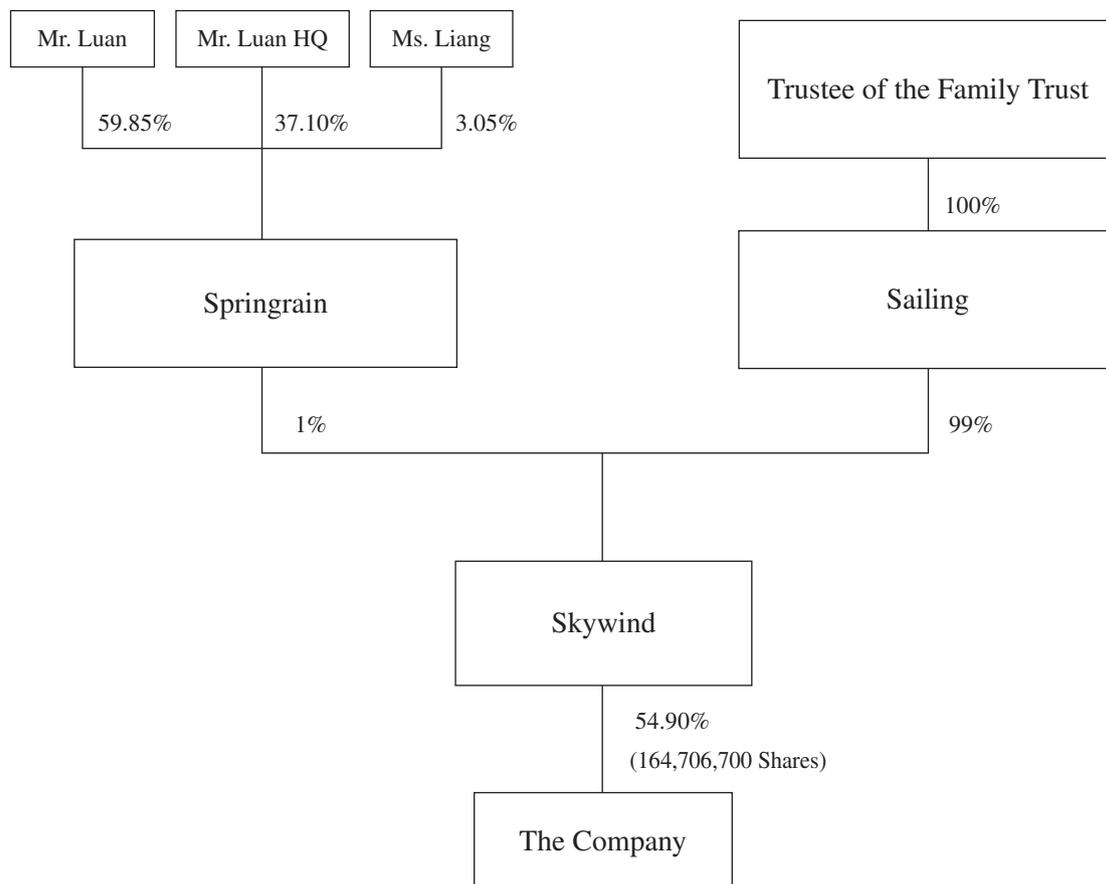
The Company was informed by Mr. Luan HQ that on 14 October 2024, the Family Trust Arrangement was completed with details as follows:

Immediately prior to the completion of the Family Trust Arrangement, Mr. Luan HQ and his parents, Mr. Luan and Ms. Liang, were respectively interested in approximately 37.10%, 59.85% and 3.05% of the shares in Springrain, which in turn directly owned 164,706,700 Shares (approximately 54.90% of the total number of the Shares) of the Company. By a Concert Parties Confirmatory Deed entered into between Mr. Luan HQ, Mr. Luan and Ms. Liang on 18 June 2021, they reaffirmed that they had been acting in concert in respect of the Company before the date of the Concert Parties Confirmatory Deed, and shall continue to act in such a manner thereafter. As such, pursuant to their acting in concert arrangement, each of Springrain, Mr. Luan, Mr. Luan HQ and Ms. Liang was deemed to be interested in approximately 54.90% of the Shares under the SFO.

Immediately after the completion of the Family Trust Arrangement and as at the date of this announcement, 164,706,700 Shares (approximately 54.90% of the total number of the Shares) which were previously owned by Springrain have been transferred to Skywind. Skywind is owned as to 1% by Springrain and 99% by Sailing while Sailing is wholly owned by the Trustee as trustee of the Family Trust. The shareholding of Mr. Luan HQ and his parents in Springrain remains unchanged.

The beneficiaries of the Family Trust are Mr. Luan HQ (who is a non-executive Director of the Company), Mr. Luan (who is a non-executive Director of the Company), Ms. Liang and the other close relatives (as defined in the Takeovers Code) of Mr. Luan HQ. CMB Wing Lung (Trustee) Limited is the Trustee of the Family Trust.

The structure in respect of the shareholding interests in the Company held by the Family Trust and Springrain immediately after the completion of the Family Trust Arrangement is as follows:



The establishment of the Family Trust is solely for Mr. Luan HQ's family wealth planning purposes. The Directors do not consider the Family Trust Arrangement to have any impact on the financial position and operations of the Company as well as the composition of the Board.

IMPLICATIONS UNDER THE TAKEOVERS CODE

The implementation of the Family Trust Arrangement may have triggered the requirement to make a mandatory general offer for the Shares pursuant to Rule 26.1 of the Takeovers Code, unless a waiver is granted by the Executive. The Executive has granted a waiver pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code of the obligation on the part of Sailing, Skywind and the Trustee to make a general offer for the Shares which may have otherwise arisen as a result of the Family Trust Arrangement.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Board”	the board of Directors
“Company”	Runhua Living Service Group Holdings Limited (Stock Code: 2455), a company incorporated in the Cayman Islands whose members’ liability is limited, the shares of which are listed on The Stock Exchange of Hong Kong Limited
“Concert Parties Confirmatory Deed”	the confirmatory deed dated 18 June 2021, and entered into by Mr. Luan, Mr. Luan HQ and Ms. Liang to acknowledge and reaffirm, amongst other things, that they were parties acting in concert in respect of the Company
“Director(s)”	the director(s) of the Company
“Executive”	the executive director of the Corporate Finance Division of the SFC or any delegate of the executive director
“Family Trust”	the irrevocable discretionary family trust established by Mr. Luan HQ as settlor for the benefit of Mr. Luan HQ, Mr. Luan, Ms. Liang and the other close relatives of Mr. Luan HQ (as defined in the Takeovers Code)
“Family Trust Arrangement”	the transactions in relation to the establishment of the Family Trust as disclosed in this announcement
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

“Mr. Luan”	Mr. Luan Tao
“Mr. Luan HQ”	Mr. Luan Hangqian
“Ms. Liang”	Ms. Liang Yuefeng
“Sailing”	Sailing Investment International Limited, a company incorporated in the BVI with limited liability
“SFC”	the Securities and Futures Commission of Hong Kong
“SFO”	the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong)
“Shares”	the issued shares of the Company
“Skywind”	Skywind Investment Limited, a company incorporated in the BVI with limited liability
“Springrain”	Springrain Investment Limited, a company incorporated in the BVI with limited liability
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
“Trustee”	CMB Wing Lung (Trustee) Limited, a company incorporated in Hong Kong with limited liability
“%”	per cent.

By Order of the Board
Runhua Living Service Group Holdings Limited
Yang Liquan
Executive Director

Hong Kong, 14 October 2024

As at the date of this announcement, Mr. Yang Liquan and Mr. Fei Zhongli are executive Directors; Mr. Luan Tao, Mr. Luan Hangqian and Mr. Cheng Xin are non-executive Directors; and Ms. Wang Yushuang, Ms. Bao Ying and Ms. He Murong are independent non-executive Directors.