

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



**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)**

## **DISCLOSABLE AND CONNECTED TRANSACTION ACQUISITION OF TARGET PROPERTY**

**Independent Financial Adviser to  
the Independent Board Committee and the Independent Shareholders**



RAINBOW CAPITAL (HK) LIMITED  
溢博資本有限公司

### **THE ACQUISITION**

The Board is pleased to announce that on 22 June 2026 (after trading hours), the Vendor entered into the Property Purchase Agreement with the Purchaser, an indirectly wholly-owned subsidiary of the Company, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase, the Target Property for the Consideration of RMB40,000,000 (inclusive of value-added tax).

The Consideration payable by the Purchaser to the Vendor was determined with reference to the valuation report prepared by an independent valuer for the valuation of the Target Property of approximately RMB42,300,000 as at 31 May 2026 by adopting a market comparison approach.

The Directors (excluding the independent non-executive Directors whose view will be given upon receiving the advice from the Independent Financial Adviser) consider the terms of the Property Purchase Agreement, including the Consideration, are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a disclosable transaction and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

As of the date of this announcement, the Vendor is ultimately beneficially owned by Mr. Luan Hangqian, a non-executive Director and one of the Controlling Shareholders, as to 100%.

Accordingly, the transaction contemplated under the Property Purchase Agreement constitutes a connected transaction of the Company under the Listing Rules and is subject to the reporting, annual review, announcement, circular (including independent financial advice) and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## **GENERAL**

The Company will hold an EGM for the Independent Shareholders to consider and approve, if thought fit, the Property Purchase Agreement and the transaction contemplated therein. Mr. Luan Hangqian, Mr. Luan Tao, who are both the controlling Shareholders, and their respective associates will abstain from voting at the EGM. Mr. Luan Hangqian is the son of Mr. Luan Tao.

An Independent Board Committee of the Company will be formed to advise the Independent Shareholders in respect of the Property Purchase Agreement and the transaction contemplated thereunder. Rainbow Capital has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, (i) further details of the Property Purchase Agreement and the Target Property; (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Acquisition; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Acquisition; and (iv) a notice to convene the EGM, will be dispatched to the Shareholders as soon as possible and is currently intended to be on or before 20 July 2026, to allow sufficient time for the preparation of the relevant information for inclusion in the circular.

**As completion of the Acquisition is subject to Independent Shareholder's approval, the Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

## **INTRODUCTION**

The Board is pleased to announce that on 22 June 2026 (after trading hours), the Vendor entered into the Property Purchase Agreement with the Purchaser, an indirectly wholly-owned subsidiary of the Company, pursuant to which the Vendor agreed to sell, and the Purchaser agreed to purchase, the Target Property for the Consideration of RMB40,000,000 (inclusive of value-added tax).

## **THE ACQUISITION**

The principal terms of the Property Purchase Agreement are set out below:

<b>Date:</b>	22 June 2026
<b>Parties:</b>	The Purchaser and the Vendor
<b>Nature of the transaction:</b>	The Vendor agreed to sell, and the Purchaser agreed to purchase, the Target Property.
<b>Asset to be acquired and the value of the asset:</b>	Target Property and the value of the Target Property was approximately RMB17,980,000 as at 31 March 2026.
<b>Consideration and Payment:</b>	The Purchaser shall pay the Vendor the Consideration of RMB40,000,000 (inclusive of value-added tax).

The Consideration shall be paid within 10 days of the date of the Company completing all procedures required by the Listing Rules for the transactions contemplated under the Property Purchase Agreement, including without limitation the publication of announcement(s), circular(s), and obtaining the requisite approval by the Independent Shareholders (if applicable).

The Consideration payable by the Purchaser to the Vendor was determined with reference to the valuation report prepared by an independent valuer for the valuation of the Target Property of approximately RMB42,300,000 as at 31 May 2026 by adopting a market comparison approach. The Purchaser shall settle the Consideration by cash using the internal resource of the Group, and such internal resource is not related to the proceeds to the Company from the global offering of the Company.

**Encumbrances:**

The Target Property has been mortgaged to a third party and shall be released from such mortgage within ten (10) days following the date on which the Company completes all procedures required by the Listing Rules for the transactions contemplated under the Property Purchase Agreement, including without limitation the publication of announcement(s) and circular(s), and obtaining the requisite approval of the Independent Shareholders.

The Vendor confirm and undertake that, from the date of the signing of the Property Purchase Agreement, it shall not enter into any contractual arrangement with respect to the Target Property with any other parties, including but not limited to lease or sale/disposal of the Target Property, and shall not further mortgage, or remortgage, the Target Property in whole or in part.

**Liability for Breach:**

1) If the Purchaser fails to make any payment on time under the Property Purchase Agreement, it shall pay the Vendor liquidated damages calculated at 0.005% of the outstanding payment accrued on a daily basis during the overdue period. If such failure to pay persists for more than 30 days, the Vendor will be entitled to terminate the Property Purchase Agreement. In such case, the Vendor shall refund to the Purchaser any payment which has already been made by the Purchaser, and the Purchaser shall pay the Vendor liquidated damages calculated based on the following formula: Liquidated damages = the overdue amount which the Purchaser fails to pay under the Property Purchase Agreement  $\times$  0.005%  $\times$  30

2) If the Vendor breached the Property Purchase Agreement, which breach render the Purchaser unable to become the legal owner of the Target Property, the Purchaser is entitled to terminate the Property Purchase Agreement and request the Vendor to refund any paid amount to the Purchaser. In such case, the Vendor shall pay the Purchaser liquidated damages that are calculated based on the following formula: Liquidated damages = the amount of payment that the Purchaser has made under the Property Purchase Agreement  $\times$  0.005%  $\times$  (number of days during which the Vendor has held such payments made by the Purchaser).

## **INFORMATION ON THE TARGET PROPERTY**

The further detail of the Target Property is set out as follows:

1 unit located in Huai Yin District\* (槐蔭區), Jinan, with a building area of approximately 2,709 square meters. It is a commercial villa park development situated to the south of Yantai Road, east of Lashan River, Huaiyin District, Jinan.

The said unit was developed by the Vendor, completed in 2018, and is currently used for its own use. The original cost of the Target Property is approximately RMB 23,950,000.

## **INFORMATION OF THE GROUP AND THE PARTIES INVOLVED IN THE TRANSACTION**

The Group is a reputable integrated property management service provider in the PRC, with a primary focus in Shandong Province by upholding the strategy of “Shandong Focus (精耕山東)”. Over the years, the Group have gradually expanded the geographic presence from Jinan to cover 15 of the 16 prefecture-level cities in Shandong Province. Apart from the property located in Shandong Province, the Group also managed projects located in Beijing, Hebei Province and Jiangsu Province.

The Group's revenue primarily generated from four business segments by their nature, namely (i) property management services; (ii) property engineering and landscape construction services; (iii) leasing services from property investment; and (iv) other services.

The Purchaser, Shandong Runhua Property Management Co., Ltd.\* (山東潤華物業管理有限公司), a company incorporated in the PRC with limited liability on 14 February 1996 and an indirectly wholly-owned subsidiary of the Company, is principally engaged in property management and investment leasing.

The Vendor is a company incorporated in the PRC with limited liability, Shandong Diping Tianyu Real Estate Co., Ltd.\* (山東地平天昱置業有限公司), an indirectly wholly-owned subsidiary of Hang Qian Holdings, which is engaged in property development and established in October 2013.

As of the date of this announcement, the Vendor is ultimately beneficially owned by Mr. Luan Hangqian, a non-executive Director and one of the Controlling Shareholders, as to 100%.

## **REASONS FOR AND BENEFITS OF THE ACQUISITION**

Given that one of the principal businesses of the Group is leasing services arising from property investment, the Group intends to continue to increase its commitment to this business. Taking into consideration that the Target Property is located in Shandong Province, the Acquisition will enable the Company to further expand its leasing business, explore and capitalize on potential business opportunities in Mainland China.

The Board considers that the Acquisition will enable the Company to further develop its leasing business in relation to investment property, thereby enhancing the overall business profile of the Group and its ability to reach a broader customer base across China. Furthermore, it will allow the Company to benefit from the continued development of Jinan.

The Directors (excluding the independent non-executive Directors whose view will be given upon receiving the advice from the Independent Financial Adviser) consider that the terms of the Property Purchase Agreement, including the Consideration, are fair and reasonable, on normal commercial terms and in the interests of the Company and the Shareholders as a whole. Mr. Luan Hangqian, a non-executive Director, Mr. Luan Tao, a non-executive Director have all abstained from voting on the Board meeting approving the Property Purchase Agreement.

## LISTING RULES IMPLICATIONS

As the highest applicable percentage ratio (as defined under the Listing Rules) in respect of the Acquisition is more than 5% but less than 25%, the Acquisition constitutes a disclosable transaction and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

As of the date of this announcement, the Vendor is ultimately beneficially owned by Mr. Luan Hangqian, a non-executive Director and one of the Controlling Shareholders, as to 100%.

Accordingly, the transaction contemplated under the Property Purchase Agreement constitutes a connected transaction of the Company under the Listing Rules and is subject to the reporting, annual review, announcement, circular (including independent financial advice) and independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

## GENERAL

The Company will hold an EGM for the Independent Shareholders to consider and approve, if thought fit, the Property Purchase Agreement and the transaction contemplated therein. Mr. Luan Hangqian, Mr. Luan Tao, who are both the controlling Shareholders, and their respective associates will abstain from voting at the EGM. Mr. Luan Hangqian is the son of Mr. Luan Tao.

An Independent Board Committee of the Company will be formed to advise the Independent Shareholders in respect of the Property Purchase Agreement and the transaction contemplated thereunder. Rainbow Capital has been appointed as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in this regard.

A circular containing, among other things, (i) further details of the Property Purchase Agreement and the Target Property; (ii) the letter of recommendation from the Independent Board Committee to the Independent Shareholders in relation to the Acquisition; (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders in relation to the Acquisition; and (iv) a notice to convene the EGM, will be dispatched to the Shareholders as soon as possible and is currently intended to be on or before 20 July 2026, to allow sufficient time for the preparation of the relevant information for inclusion in the circular.

**As completion of the Acquisition is subject to Independent Shareholder's approval, the Acquisition may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.**

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Acquisition”	the proposed acquisition of the Target Property by the Purchaser from the Vendor pursuant to the terms of the Property Purchase Agreement;
“associate”	has the meaning ascribed to it under Chapter 14A of the Listing Rules;
“Board”	the board of Directors of the Company;
“Company”	Runhua Living Service Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the main board of the Stock Exchange (stock code: 2455);
“connected person(s)”	shall have the same meaning as ascribed to it under the Listing Rules;
“Consideration”	the consideration of the Target Property determined in accordance with the terms of the Property Purchase Agreement being RMB 40,000,000 (inclusive of value-added tax);
“Controlling Shareholder(s)”	has the meaning ascribed to it under the Listing Rules;
“Directors”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“Hang Qian Holdings”	Hang Qian Holdings Co., Limited* (航乾控股有限公司), a limited liability company incorporated in Hong Kong on 18 December 2007, which is wholly owned by Mr. Luan Hangqian (樂航乾). The principal business activities of Hang Qian Holdings include property development, property marketing and hotel operation;

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Independent Board Committee”	the independent committee of the Board comprising all the independent non-executive Directors;
“Independent Financial Adviser” or “Rainbow Capital”	Rainbow Capital (HK) Limited, a corporation licensed under the SFO to conduct Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the Property Purchase Agreement and the transaction contemplated therein;
“Independent Shareholder(s)”	the Shareholders who are not required to abstain from voting at the EGM for the relevant resolutions with respect to the Property Purchase Agreement;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“PRC”	The People’s Republic of China, and for the purpose of this announcement only, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Property Purchase Agreement”	the agreement on sale and purchase of property entered into between the Vendor and the Purchaser on 22 June 2026;
“Purchaser”	Shandong Runhua Property Management Co., Ltd. * (山東潤華物業管理有限公司), a company incorporated in the PRC with limited liability on 14 February 1996 and an indirectly wholly-owned subsidiary of the Company;
“RMB”	Renminbi, the lawful currency of the PRC;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“EGM”	the extraordinary general meeting of the Company to be convened to approve the Property Purchase Agreement and the transaction contemplated therein;

“Share(s)”	ordinary share(s) with a nominal value of US\$0.001 each in the share capital of the Company;
“Shareholder(s)”	shareholders of the Company;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Target Property”	the target property located in Huai Yin District* (槐蔭區), Jinan, the detail of which are set out in the “Information on the Target Property” section;
“US\$”	United States dollar, the lawful currency of United States;
“Vendor”	Shandong Diping Tianyu Real Estate Co., Ltd. * (山東地平天昱置業有限公司), a company incorporated in the PRC with limited liability and an indirectly wholly-owned subsidiary of Hang Qian Holdings; and
“%”	per cent.

By Order of the Board  
**Runhua Living Service Group Holdings Limited**  
**Yang Liqun**  
*Chairman and executive Director*

Hong Kong, 22 June 2026

*As at the date of this announcement, Mr. Yang Liqun and Ms. Chen Jie 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 of the Company.*

\* *For identification purpose only*