THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Desun Real Estate Investment Services Group Co., Ltd.**, you should at once hand this to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee.

DESUN 德商产投服务
创 造 美 好 福 流 生 活

Desun Real Estate Investment Services Group Co., Ltd.
德 商 產 投 服 務 集 團 有 限 公 司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2270)

MAJOR TRANSACTION
PROVISION OF FINANCIAL ASSISTANCE

A letter from the Board is set out on pages 4 to 12 of this circular.

The transactions being the subject matters of this circular have been approved by written Shareholders' approval pursuant to the Listing Rules and this circular is being published for information only.

24 December 2025

CONTENTS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

"associate(s)"	has the meaning ascribed to it under the Listing Rules
"Bangtai Yueshang"	Chengdu Bangtai Yueshang Real Estate Co., Ltd.*(成都邦泰躍尚置業有限公司)
"Bank of China"	Sichuan branch of Bank of China Limited
"Board"	the board of Directors
"Capital Increase Agreement"	the capital increase agreement dated 24 September 2025 entered into between Green Real Estate and Bangtai Yueshang
"Chengdu Bangtai"	Chengdu Bangtai Jinchen Real Estate Co., Ltd.*(成都邦泰錦宸置業有限公司), as at the Latest Practicable Date, Chengdu Bangtai is owned as to 50% by Green Real Estate and 50% by Bangtai Yueshang, respectively
"Company"	Desun Real Estate Investment Services Group Co., Ltd. (德商產投服務集團有限公司), an exempted 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: 2270)
"connected person(s)"	has the meaning ascribed to it under the Listing Rules
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the directors of the Company
"Green Real Estate"	Sichuan Desun Smart Green Real Estate Co., Ltd.* (四川德商智慧綠色置業有限公司)
"Group"	the Company and its subsidiaries
"Guarantee Agreement"	the maximum amount guarantee contract entered into between Green Real Estate and Bank of China on 19 December 2025
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Independent Third Party(ies)"	third party(ies) independent of and not connected with the Company and connected person(s) of the Company
"Latest Practicable Date"	24 December 2025, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained in this circular

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
"Loan Agreement"	the loan agreement entered into among Green Real Estate, Bangtai Yueshang and Chengdu Bangtai on 10 October 2025, pursuant to which, among others, Green Real Estate agreed to provide a Shareholder's Loan to Chengdu Bangtai with an aggregate principal amount not exceeding RMB160 million. For details, please refer to the announcement of the Company dated 10 October 2025
"normal commercial terms or better"	has the meaning ascribed to it under the Listing Rules
"Pengna Holding"	Pengna Holding Limited, a company incorporated in the BVI with limited liability, which is wholly owned by Ms. Zou Jian and a Controlling Shareholder of the Company
"Pledge Agreement"	the maximum amount pledge contract entered into between Green Real Estate and Bank of China on 19 December 2025
"Pledged Asset"	the 50% equity interest in Chengdu Bangtai held by Green Real Estate
"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Prospectus"	the prospectus of the Company dated 30 November 2021
"Repayment Obligations"	all the repayment obligations of Chengdu Bangtai under the fixed asset loan agreement and other documents entered into or to be entered into by Bank of China and Chengdu Bangtai
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Law of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	share(s) of US$0.0001 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Shareholder's Loan"	the shareholder's loan with an aggregate principal amount not exceeding RMB160 million provided by Green Real Estate to Chengdu Bangtai pursuant to the Loan Agreement

"Sichuan Bangtai"	Sichuan Bangtai Real Estate Co., Ltd.* (四川邦泰置業有限公司)
"Sky Donna"	Sky Donna Holding Limited, a company incorporated in the BVI with limited liability, which is wholly owned by Mr. Zou Kang, and is one of the Controlling Shareholders of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subject Land Parcel"	the subject land parcel (Parcel No.: PD2025–10 (X12–1)) located in the Xipu Subdistrict Area of Pidu District, Chengdu, which Bangtai Yueshang successfully won the bid for at a price of RMB216,033,280 on 28 August 2025. Chengdu Bangtai owns the Subject Land Parcel according to the State-owned Construction Land Use Right Transfer Contract entered into between Chengdu Bangtai and Chengdu Pidu District Planning and Natural Resources Bureau on 11 September 2025
"%"	per cent

Certain figures set out in this circular have been subject to rounding adjustments. Accordingly, figures shown as the currency conversion or percentage equivalents may not be an arithmetic sum of such figures. Any discrepancy in any table between totals and sums of amounts listed in this circular is due to rounding.

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Desun Real Estate Investment Services Group Co., Ltd.
德 商 產 投 服 務 集 團 有 限 公 司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 2270)

Executive Directors:
Mr. Zhang Zhicheng
(Chairman and Chief Executive Officer)
Ms. Wan Hong
Mr. Liu Jun
Mr. Shao Jiazhen
Ms. Zhu Na

Non-executive Director:
Mr. Zou Kang

Independent Non-executive Directors:
Mr. Fang Liqiang
Mr. Chen Di
Mr. Yan Hong

Registered office:
190 Elgin Avenue
George Town
Grand Cayman KY1-9008
Cayman Islands

Head office and principal place of business in the PRC:
Room 1803, Block A
Desun International
No. 1480 North Section of
Tianfu Avenue High-tech
Industrial Development Zone
Chengdu
China

Principal place of business in Hong Kong:
31/F., Tower Two
Times Square
1 Matheson Street
Causeway Bay
Hong Kong

24 December 2025

To the Shareholders,

Dear Sir or Madam,

MAJOR TRANSACTION
PROVISION OF FINANCIAL ASSISTANCE

1. INTRODUCTION

Reference is made to the announcement of the Company dated 19 December 2025 in relation to, among other things, the entering into of the Guarantee Agreement and the Pledge Agreement and the transactions contemplated thereunder.

The purpose of this circular is to provide you with, among other things, (i) further details of the Guarantee Agreement and the Pledge Agreement and the transactions contemplated thereunder; and (ii) other information required to be disclosed under the Listing Rules.

2. PROVISION OF FINANCIAL ASSISTANCE

On 19 December 2025, Green Real Estate, an indirect wholly-owned subsidiary of the Company, entered into the Guarantee Agreement and the Pledge Agreement with Bank of China. Pursuant to the Guarantee Agreement and the Pledge Agreement, Green Real Estate agreed to (i) provide the joint liability guarantee; and (ii) pledge its 50% equity interest in Chengdu Bangtai to Bank of China, for the Repayment Obligations.

The principal terms of the Guarantee Agreement

The principal terms of the Guarantee Agreement are summarised as follows:

Date:	19 December 2025
Parties:	(i) Green Real Estate (as the guarantor); and (ii) Bank of China (as the creditor)
Scope of Guarantee:	Under the Guarantee Agreement, Green Real Estate agreed to provide guarantee for the Repayment Obligations with a maximum principal debt amount of RMB150 million and interests accrued on the aforementioned principal debt amount (including interest, compound interest and penalty interest), liquidated damages, compensations for damages, expenses incurred in enforcing the creditor's rights (including but not limited to litigation costs, legal fees, notary fees, execution fees, etc.), losses caused to the creditor due to the debtor's default and all other payable expenses.
Form of Guarantee:	Joint liability guarantee

Term of Guarantee:	Under the Guarantee Agreement, the guaranteed debts shall be calculated separately on a per-debt basis, with the term of guarantee for each debt being three years from the date of expiration of the performance period of the respective debt. The term of the guarantee is determined according to industry practice and the prevailing operational standards of banking institutions. The abovementioned performance period refers to the period agreed upon between Chengdu Bangtai (as the debtor) and Bank of China (as the creditor) under the relevant fixed asset loan agreement and other documents within which Chengdu Bangtai shall fulfill the relevant Repayment Obligations. According to the Guarantee Agreement, during the term of the guarantee, the creditor shall have the right to demand that the guarantor fulfill its guarantee liability for any or all of the outstanding debts within the scope of guarantee that may arise from the multiple drawdowns under the facility (i.e. the maximum principal amount of RMB150 million) when such debts are defaulted.

The principal terms of the Pledge Agreement

The principal terms of the Pledge Agreement are summarised as follows:

Date	:	19 December 2025
Parties	:	(i) Green Real Estate (as the pledgor); and (ii) Bank of China (as the pledgee)
Pledged Asset	:	Under the Pledge Agreement, the Pledged Asset is the 50% equity interest in Chengdu Bangtai held by Green Real Estate.

Scope and Guarantee	:	Under the Pledge Agreement, the Pledged Asset shall be pledged as guarantee for the Repayment Obligations with a maximum principal debt amount of RMB150 million and interests accrued on the aforementioned principal debt amount (including interest, compound interest and penalty interest), liquidated damages, compensations for damages, costs of safekeeping collateral and enforcing claims (including but not limited to litigation costs, legal fees, notary fees, execution fees, etc.), losses caused to the pledgee due to the debtor's default and all other payable expenses.

Source of Funds for Provision of Guarantee

In the event that the Group becomes liable to pay to Bank of China under the Guarantee Agreement, the Group intends to fund such payments through the internal resources of the Group.

3. REASONS FOR AND BENEFITS OF PROVIDING FINANCIAL ASSISTANCE TO CHENGDU BANGTAI

To meet the project development needs of the Subject Land Parcel and ensure the smooth progress of the development work, on 19 December 2025, Chengdu Bangtai entered into a fixed asset loan agreement with Bank of China for a land development loan in the principal amount of RMB150 million for a term of 36 months. The applicable interest rate for the loan is the floating interest rate for RMB loans. The initial interest rate shall be the most recent one-year Loan Prime Rate published by the National Interbank Funding Center as of the business day preceding the actual drawdown date plus 70 basis points. Each 12-month period constitutes one floating cycle. Pursuant to the terms of the financing arrangement between Chengdu Bangtai and Bank of China, the aforementioned land development loan applied by Chengdu Bangtai is secured by: (i) the guarantee provided by Green Real Estate under the Guarantee Agreement and the pledge of Green Real Estate's 50% equity interest in Chengdu Bangtai under the Pledge Agreement; (ii) the pledge of Bangtai Yueshang's holding of 50% equity interest in Chengdu Bangtai; (iii) the joint liability guarantees provided by Sichuan Bangtai (the direct holding company of Bangtai Yueshang) and the ultimate beneficial owners of Bangtai Yueshang, namely, Luo Yong, Shi Lingtao, Wang Zhiyong and He Liu; and (iv) mortgage of the Subject Land Parcel by Chengdu Bangtai. Other than the aforementioned pledge and guarantee arrangements, there are no other pledge and/or guarantee arrangement in place for the aforementioned loan applied by Chengdu Bangtai. The aforementioned pledges and guarantees are provided for under the substantively same agreement terms.

According to the credit requirements of Bank of China, the loan requires shareholders of Chengdu Bangtai to provide joint liability guarantees and pledges. For such purpose, each of Green Real Estate and Bangtai Yueshang (as shareholders each holding 50% equity interests in Chengdu Bangtai) together with Sichuan Bangtai and the ultimate beneficial owners of Bangtai Yueshang has signed the relevant guarantee agreements and/or pledge agreements with Bank of China to provide joint liability guarantees and/or pledges for the loan, respectively. The guarantee structure is a standard prerequisite to secure the land development loan which is the necessary funding and is essential for the successful advancement of the development project of the Subject Land Parcel. The Group's obligation is not unilateral. The provision of guarantee under the Guarantee Agreement is structured on a reciprocal and balanced basis. Specifically, Bangtai Yueshang, being the other shareholder holding the remaining 50% equity interests in Chengdu Bangtai, together with Sichuan Bangtai (the direct holding company of Bangtai Yueshang) and its ultimate beneficial owners have simultaneously provided joint liability guarantees and pledge for the same facility. Such cross-guarantee arrangement ensures aligned rights and obligations between the two shareholders, creating a mutual and equitable sharing of the financing guarantee responsibility for Chengdu Bangtai, which embodies the principle of shared risk and mutual interest. According to the relevant PRC laws and regulations, should Green Real Estate be required to fulfill the liabilities arising from the guarantee and/or pledge, Green Real Estate may exercise its right of recourse to seek reimbursement from other obligated parties, including Bangtai Yueshang, for any amounts exceeding the proportional share of the obligation it was originally meant to bear under the relevant PRC laws and regulations. The provision of financial assistance to Chengdu Bangtai enables it to obtain timely financing, which is critical for the smooth progression of the development project for the Subject Land Parcel. The timely development and subsequent operation of the Subject Land Parcel is expected to enhance the overall operational development and the overall value of Chengdu Bangtai, thereby facilitating Green Real Estate in realizing investment returns at an earlier stage and enhancing the overall investment returns of the Group.

Based on the reasons above, the Directors consider that, the respective terms of the Guarantee Agreement and the Pledge Agreement are fair and reasonable, on normal commercial terms and in the interests of the Group and its Shareholders as a whole.

Bangtai Yueshang is responsible for the day-to-day operation of Chengdu Bangtai and the development of the Subject Land Parcel. In conjunction with such operational role, Green Real Estate retains comprehensive protective rights to safeguard its interests. Specifically, Green Real Estate holds the right to enforce strict quality control, including demanding work stoppage and rectification by Bangtai Yueshang at its own cost if construction standards are not met, and to commission third-party quality assessments. Furthermore, Green Real Estate has information and oversight rights, including regular access to all project data and financial information, review of important contracts, on-site project inspections and the ability to require management explanations on significant matters. Green Real Estate's core obligations are aligned with its 50% equity interest, primarily involving pro-rata capital contributions and cooperative decision-making.

The Subject Land Parcel is designated for residential property development and construction. The project will recoup its investment through real estate development and sales. Currently, construction has officially commenced in full following the obtaining of the construction permit at the end of October 2025, and all tasks are progressing as planned. The expected revenue stream for the project will be derived mainly from the sale of residential properties developed and completed on the Subject Land Parcel. As construction and sales advance, the generated cash flow is expected to effectively cover project-related costs, thereby providing Chengdu Bangtai with a stable source of funding.

4. FINANCIAL IMPACT

The Shareholder's Loan provided under the Loan Agreement shall be funded by the internal resources of the Group, and it is expected that the receivables from the Shareholder's Loan may be increased by up to RMB160 million and the cash and cash equivalents may be decreased by up to RMB160 million. Consequently, the provision of the Shareholder's Loan under the Loan Agreement by the Group will not have any effects to the total assets and liabilities of the Group. The maximum annual interest income of RMB5.2 million to be received by the Group from the provision of the Shareholder's Loan under the Loan Agreement will be recorded as financial income of the Group. Pursuant to the Guarantee Agreement and the Pledge Agreement, the Group shall only incur liabilities in the event that Chengdu Bangtai defaults on the Repayment Obligations and is called upon to fulfil such obligations.

Save as disclosed above, the Directors consider that the provision of financial assistance to Chengdu Bangtai pursuant to the Guarantee Agreement, the Pledge Agreement and the Loan Agreement is not expected to have any material impact on the earnings, assets and liabilities of the Group.

5. INFORMATION ON RELEVANT PARTIES TO THE PROVISION OF FINANCIAL ASSISTANCE

The Group and Green Real Estate

The Group is an urban core asset operator, which is principally engaged in three business segments: property services, asset operation services and investment and development.

Green Real Estate is a company established in the PRC with limited liability. As at the Latest Practicable Date, Green Real Estate is an indirect wholly-owned subsidiary of the Company, which is primarily engaged in the business of construction project management.

Chengdu Bangtai

Chengdu Bangtai is a company established in the PRC with limited liability, which is principally engaged in real estate development. As at the Latest Practicable Date, Chengdu Bangtai is owned as to 50% by Green Real Estate and 50% by Bangtai Yueshang, respectively. Bangtai Yueshang is a company established in the PRC with limited liability, which is principally engaged in real estate development and the sale of construction materials. As at the Latest Practicable Date, Bangtai Yueshang is wholly-owned by Sichuan Bangtai, which in turn is held by Sichuan Bangtai Investment Group Co., Ltd.* (四川邦泰投資集團有限責任公司), He Liu, Shi Lingtao and Wang Zhiyong as to 92.59%, 3.48%, 2.15% and 1.78%, respectively. Sichuan Bangtai Investment Group Co., Ltd.* (四川邦泰投資集團有限責任公司) is held by Luo Yong, Shi Lingtao, Wang Zhiyong and He Liu as to 30%, 29%, 24% and 17%, respectively. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Bangtai Yueshang and its ultimate beneficial owners is Independent Third Party.

Chengdu Bangtai was established on 29 August 2025. As of 30 September 2025, Chengdu Bangtai recorded a loss before and after taxation of RMB6,003.27. The net asset value of Chengdu Bangtai was RMB–6,003.27 as at 30 September 2025.

The Company will not consolidate Chengdu Bangtai in its financial statements. The Company's investment in Chengdu Bangtai will be recognized as investment in associates in the Company's consolidated financial statements. The final category to be recognized by the Company for its investment in Chengdu Bangtai shall be subject to the audited financial statements to be published by the Company.

Bank of China

Bank of China is a licensed bank established under the laws of the PRC and principally engages in the provision of corporate and personal banking and other financial services. Its A shares and H shares are listed on the Shanghai Stock Exchange (stock code: 601988) and the Main Board of the Stock Exchange (stock code: 03988) respectively. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, each of Bank of China and its ultimate beneficial owners is Independent Third Party.

6. LISTING RULES IMPLICATIONS

According to Rule 14.22 of the Listing Rules, the Stock Exchange will aggregate a series of transactions and treat them as if there were one transaction if they are all completed within a 12-month period or are otherwise related. On 24 September 2025, Green Real Estate entered into the Capital Increase Agreement with Bangtai Yueshang, pursuant to which, among other things, Green Real Estate agreed to subscribe for RMB10 million of the new registered capital of Chengdu Bangtai in cash at a subscription price of RMB10 million (the "**Capital Contribution**"). In addition, the transactions contemplated under the Loan Agreement, the Guarantee Agreement and the Pledge Agreement constitute the financial assistance provided by the Group to Chengdu Bangtai. Accordingly, the Capital Contribution and the transactions contemplated under the Loan Agreement, the Guarantee Agreement and the Pledge Agreement are required to be aggregated pursuant to Rule 14.22 of the Listing Rules.

As the highest applicable percentage ratio in respect of the transactions contemplated under the Capital Increase Agreement, the Loan Agreement, the Guarantee Agreement and the Pledge Agreement, when aggregate, is more than 25% but less than 100%, the entering into of the Guarantee Agreement and the Pledge Agreement and the transactions contemplated thereunder constitute a major transaction of the Company and shall be subject to the reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

On 10 October 2025, Green Real Estate, Bangtai Yueshang and Chengdu Bangtai entered into the Loan Agreement. Pursuant to the Loan Agreement, among other things, Green Real Estate provided a Shareholder's Loan with a maximum principal amount not exceeding RMB160 million to Chengdu Bangtai. As the amount of financial assistance provided by Green Real Estate to Chengdu Bangtai has increased by more than 3% or above of the asset ratio (as defined in Rule 14.07(1) of the Listing Rules) since the provision of the Shareholder's Loan, the provision of financial assistance to Chengdu Bangtai under the Guarantee Agreement and the Pledge Agreement is subject to the general disclosure obligation under Rule 13.14 of the Listing Rules. Reference is made to the disclosures regarding advances to an entity and financial assistance to affiliated companies made by the Company in the announcement dated 10 October 2025 pursuant to Rules 13.13 and 13.16 of the Listing Rules. Save for the entering into of the Guarantee Agreement and the Pledge Agreement as disclosed in this circular, there has been no other such advances or financial assistance provided since the date of the said announcement.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholders or any of their respective associates has a material interest in the Guarantee Agreement and the Pledge Agreement and the transactions contemplated thereunder. Thus, no Shareholder is required to abstain from voting if the Company were to convene a general meeting to approve the entering into of the Guarantee Agreement and the Pledge Agreement and the transactions contemplated thereunder. Pursuant to Rule 14.44 of the Listing Rules, the Guarantee Agreement and the Pledge Agreement and the transactions contemplated thereunder may be approved by the Shareholders by way of written approval without convening a general meeting.

As at the Latest Practicable Date, Sky Donna directly holds 395,135,000 Shares, representing approximately 63.70% of the issued share capital of the Company as at the Latest Practicable Date. As the Company has obtained the written approval from Sky Donna on 19 December 2025, the Company is not required to convene an extraordinary general meeting to approve the entering into of the Guarantee Agreement and the Pledge Agreement and the transactions contemplated thereunder.

7. RECOMMENDATION

Taking into account the reasons set out above, the Board considers that the entering into of the Guarantee Agreement and the Pledge Agreement and the transactions contemplated thereunder are entered into on an arm's length basis and on normal commercial terms, which are fair and reasonable and in the best interests of the Group and the Shareholders as a whole. Accordingly, if a general meeting was convened for the purpose of approving the entering into of the Guarantee Agreement and the Pledge Agreement and the transactions contemplated thereunder, the Board would recommend the Shareholders to vote in favour of the resolutions to approve the entering into of the Guarantee Agreement and the transactions contemplated thereunder at the relevant general meeting.

8. FURTHER INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully
By order of the Board
Desun Real Estate Investment Services Group Co., Ltd.
Zhang Zhicheng
Chairman, Chief Executive Officer and Executive Director

1. FINANCIAL INFORMATION OF THE GROUP

The Company is required to set out in this circular the information for the last three financial years with respect to the profits and losses, financial record and position and the latest published balance sheet together with the notes to the consolidated financial statements of the Group for the last three financial years.

The audited consolidated financial statements, together with the accompanying notes, of the Group for each of the three years ended 31 December 2022, 2023 and 2024, and unaudited consolidated interim financial statements of the Group for the six months ended 30 June 2025, are disclosed in the following annual reports of the Company for the years ended 31 December 2022, 2023 and 2024 and the interim report for the six months ended 30 June 2025, respectively, which have been published on the websites of the Stock Exchange (https://www.hkexnews.hk) and the Company (http://www.desunhui.com):

(i) The Group's annual report for the year ended 31 December 2022 published on 25 April 2023 (available at https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0425/2023042501317.pdf), particularly as shown on pages 111 to 184.

(ii) The Group's annual report for the year ended 31 December 2023 published on 25 April 2024 (available at https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0425/2024042501208.pdf), particularly as shown on pages 120 to 214.

(iii) The Group's annual report for the year ended 31 December 2024 published on 24 April 2025 (available at https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0424/2025042403222.pdf), particularly as shown on pages 124 to 216.

(iv) The Group's interim report for the six months ended 30 June 2025 published on 10 September 2025 (available at https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0910/2025091000758.pdf), particularly as shown on pages 28 to 52.

2. STATEMENT OF INDEBTEDNESS

As at 31 October 2025, being the most recent practicable date for the purpose of ascertaining information contained in this statement of indebtedness, the details of the Group's indebtedness are as follows:

Bank and other borrowings

	Notes	**As at 31 October 2025** *RMB'000*
Bank borrowings		
— Unsecured	2	48,000
— Secured	1, 2	34,700
		82,700
Bank borrowings		
— On demand/within 1 year		73,300
— More than 1 year but not more than 3 years		9,400
		82,700
Other borrowings		
— Current		20,588
— Non-current		14,982
		35,570
Total bank and other borrowings		118,270

Notes:

1. The bank borrowings of the Group are secured by the properties of a third party debtor of the Group, and the properties of the related company of ultimate controlling shareholder of the Group.

2. The bank borrowings are guaranteed by a subsidiary of the Company.

Lease liabilities

	As at 31 October 2025
	RMB'000
Lease liabilities	
— Current	16,168
— Non-current	222,214
Total lease liabilities	238,382

Variable lease payments

The Group has lease contracts for office buildings that contain variable payments based on the rental income collected by the Group. Management's objective is to align the lease expense with rental income earned. During the period ended 31 October 2025, all the Group's variable lease payments are in the form of variable rent amounted to RMB10,424,000.

3. WORKING CAPITAL OF THE GROUP

Taking into account the Group's cash and cash equivalents, financial resources available to the Group and cash generated from future operations and the effect of the transactions contemplated under the Loan Agreement, the Guarantee Agreement and the Pledge Agreement, the Directors are of the opinion that the Group will have sufficient working capital for the Group's present requirements for the next 12 months following the date of this circular.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 December 2024, being the date of preparation of the latest published audited consolidated financial statements of the Group.

5. FINANCIAL AND TRADING PROSPECT OF THE GROUP

The Group has long been committed to establishing itself as a preeminent urban asset operation service provider in China, with the business covering a wide range of sectors including property management, commercial operations, office building management and industrial park management. Through strategic expansion and resource integration, the Group persistently strives to elevate asset operation efficiency, broaden profit streams and build a sustainable and diversified business ecosystem. As a key component of this strategy, the Group has strengthened collaboration along the upstream and downstream of the industrial chain by participating in high-quality real estate development projects, thereby enhancing synergy in its overall operations.

The recent move by Green Real Estate, an indirectly wholly-owned subsidiary of the Group, to provide shareholder's guarantee and pledge for Chengdu Bangtai's bank loan is intended to support the development and construction endeavors associated with the Subject Land Parcel, ensuring the smooth progress of the project. The Group believes that this practical accumulation of experience and business model exploration will help identify and capture more promising commercial opportunities in the future, thereby building sustainable competitive advantages.

Looking forward, the Group will adhere to the philosophy of "Being User-centric", and adopt a prudent yet flexible approach to respond to market changes. The Group will continue to focus on and deepen its existing core businesses, such as property management and commercial operations, while actively identifying and pursuing potential opportunities to improve asset operation efficiency. Through enhanced in resource integration and platform development, the Group aims to systematically strengthen its comprehensive operational capabilities and risk resilience, achieving sustainable value growth in the long run.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DISCLOSURE OF INTERESTS OF DIRECTORS

As at the Latest Practicable Date, the interests of the Directors and the chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO) which (a) were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "**Model Code**") as set out in the Appendix C3 to the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Interests in Shares and underlying Shares

Name of Director	Capacity/Nature of Interest	Total number of Shares/underlying Shares held[1]	Approximate percentage of shareholding interest in the Company as at the Latest Practicable Date (%)[1]
Mr. Zou Kang	Interest in controlled corporation; interest held jointly with another person [(2)&(3)]	412,415,000 (L)	66.49%
Mr. Zhang Zhicheng	Interest in controlled corporation[4]	22,500,000 (L)	3.63%
Ms. Wan Hong	Beneficial owner; beneficiary of a trust[5]	3,540,037 (L)	0.57%
Mr. Shao Jiazhen	Beneficial owner; beneficiary of a trust[6]	6,128,155 (L)	0.99%
Mr. Liu Jun	Beneficial owner; beneficiary of a trust[7]	6,128,155 (L)	0.99%
Ms. Zhu Na	Beneficiary of a trust[8]	7,440,000 (L)	1.20%

Notes:

(1) As at the Latest Practicable Date, the Company had issued 620,259,200 Shares in total. The letter "L" denotes the person's long position in the Shares.

(2) On 11 May 2021, Mr. Zou Kang and Ms. Zou Jian entered into the Concert Parties Confirmatory Deed, pursuant to which they reaffirmed that they had been acting in concert as shareholders of the Group before the date of the Concert Parties Confirmatory Deed, and shall continue the same thereafter. For further details, please refer to the paragraph headed "History, Reorganisation and Corporate Structure — Acting-in-concert arrangement" in the Prospectus. As such, pursuant to the acting-in-concert arrangement, as at the Latest Practicable Date, each of the Controlling Shareholders, i.e. Sky Donna (being wholly owned by Mr. Zou Kang), Mr. Zou Kang, Pengna Holding (being wholly owned by Ms. Zou Jian) and Ms. Zou Jian, is deemed to be interested in 66.49% of the issued share capital of the Company.

(3) These 412,415,000 Shares in which Mr. Zou Kang is interested consist of (i) 395,135,000 Shares held by Sky Donna, a company wholly-owned by Mr. Zou Kang, in which Mr. Zou Kang is deemed to be interested under the SFO; and (ii) 17,280,000 Shares in which Mr. Zou Kang is deemed to be interested as a result of being a party acting-in-concert with Ms. Zou Jian pursuant to the Concert Parties Confirmatory Deed.

(4) These 22,500,000 Shares are held by Zhiyu Holding Limited, the issued shares of which are wholly owned by Mr. Zhang Zhicheng. Under the SFO, Mr. Zhang Zhicheng will be taken to be interested in the Shares held by Zhiyu Holding Limited.

(5) Ms. Wan Hong is interested in 3,540,037 Shares, including 2,051,415 Shares she held and 1,488,622 awarded Shares she was granted which are subject to a vesting period of three years from the date of grant.

(6) Mr. Shao Jiazhen is interested in 6,128,155 Shares, including 3,895,222 Shares he held and 2,232,933 awarded Shares he was granted which are subject to a vesting period of three years from the date of grant.

(7) Mr. Liu Jun is interested in 6,128,155 Shares, including 3,895,222 Shares he held and 2,232,933 awarded Shares he was granted which are subject to a vesting period of three years from the date of grant.

(8) Ms. Zhu Na is interested in 7,440,000 Shares, which are awarded Shares she was granted which are subject to a vesting period of three years from the date of grant.

Interests in shares and underlying shares of the Company's associated corporation

Name of Director	Capacity/Nature of Interest	Associated corporation	Total number of Shares/underlying Shares held *(Note)*	Approximate percentage of interest in the associated corporation as at the Latest Practicable Date (%)
Mr. Zou Kang	Beneficial owner	Sky Donna	1 (L)	100%

Note: The letter "L" denotes the person's long position in the share(s) of the associated corporation.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had or was deemed to have any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code.

3. DISCLOSURE OF INTEREST OF SUBSTANTIAL SHAREHOLDERS

So far as the Directors were aware, as of the Latest Practicable Date, the following persons (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or underlying Shares as recorded in the register required to be kept by the Company under section 336 of the SFO, or which fell to be disclosed to the Company under Divisions 2 and 3 of Part XV of the SFO:

Name of Substantial Shareholder	Capacity/Nature of Interest	Total number of Shares/underlying Shares held(1)	Approximate percentage of shareholding interest in the Company as at the Latest Practicable Date (%)(1)
Sky Donna	Beneficial owner; interest held jointly with another person(2)&(3)	412,415,000 (L)	66.49%
Ms. Zou Jian	Interest of corporation controlled by you; interest held jointly with another person(4)	412,415,000 (L)	66.49%
Pengna Holding	Beneficial owner; interest held jointly with another person(4)	412,415,000 (L)	66.49%

Notes:

(1) As at the Latest Practicable Date, the Company had issued 620,259,200 Shares in total. The letter "L" denotes the person's long position in the Shares.

(2) On 11 May 2021, Mr. Zou Kang and Ms. Zou Jian entered into the Concert Parties Confirmatory Deed, pursuant to which they reaffirmed that they had been acting in concert as shareholders of the Group before the date of the Concert Parties Confirmatory Deed, and shall continue the same thereafter. For further details, please refer to the paragraph headed "History, Reorganisation and Corporate Structure — Acting-in-concert arrangement" in the Prospectus. As such, pursuant to the

acting-in-concert arrangement, as at the Latest Practicable Date, each of Sky Donna (being wholly owned by Mr. Zou Kang), Mr. Zou Kang, Pengna Holding (being wholly owned by Ms. Zou Jian) and Ms. Zou Jian, is deemed to be interested in 66.49% of the issued share capital of the Company.

(3) These 412,415,000 Shares in which Sky Donna (a company wholly-owned by Mr. Zou Kang) is interested consist of (i) 395,135,000 Shares held by Sky Donna; and (ii) 17,280,000 Shares in which Sky Donna is deemed to be interested as a result of the Concert Parties Confirmatory Deed entered into between Mr. Zou Kang and Ms. Zou Jian.

(4) These 412,415,000 Shares in which Ms. Zou Jian is interested consist of (i) 17,280,000 Shares held by Pengna Holding, a company wholly-owned by Ms. Zou Jian, in which Ms. Zou Jian is deemed to be interested under the SFO; and (ii) 395,135,000 Shares of Sky Donna in which Ms. Zou Jian is deemed to be interested as a result of being a party acting-in-concert with Mr. Zou Kang pursuant to the Concert Parties Confirmatory Deed.

Save as disclosed above, as at the Latest Practicable Date, the Company had not been notified by any other persons (other than the Directors or chief executive of the Company) who had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which were required to be entered in the register required to be kept by the Company pursuant to Section 336 of the SFO.

4. NO MATERIAL ADVERSE CHANGES

As at the Latest Practicable Date, the Directors confirm that there were no material adverse changes in the financial or trading position of the Group since 31 December 2024 (being the date to which the latest published audited consolidated financial statements of the Group have been made up).

5. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, there was no existing or proposed service contract between any of the Directors and any member of the Group other than service contracts that are expiring or determinable by the employer within one year without payment of compensation (other than statutory compensation).

6. DIRECTOR'S INTERESTS IN ASSETS

As at the Latest Practicable Date, to the best knowledge and information of the Directors, none of the Directors had any direct or indirect interests in any assets which have been acquired or disposed of by, or leased to, or which were proposed to be acquired or disposed of by, or leased to, any member of the Group since 31 December 2024, being the date to which the latest published audited financial statements of the Group were made up.

7. LITIGATION

As at the Latest Practicable Date, the Company was not involved in any significant litigation or arbitration and to the knowledge of the Company, there were no litigation or claims of material importance pending or threatened against any member of the Group.

8. DIRECTORS' INTERESTS IN CONTRACTS OR ARRANGEMENTS

Save for the interests of the Directors in:

(i) On 31 October 2024, the Company entered into the new entrusted construction and value-added services framework agreement with Mr. Zou Kang and Ms. Zou Jian to renew such continuing connected transactions, pursuant to which the Company agreed to provide the entrusted construction and related services and other value-added services to companies in which Mr. Zou Kang and/or Ms. Zou Jian can exercise or control the exercise of 30% or more of the voting power at their general meetings or are in a position to control the composition of a majority of the board of directors and their subsidiaries (the "**Ultimate Controlling Shareholders Associated Companies**"). For further details, please refer to the announcement of the Company dated 31 October 2024 and the circular of the Company dated 29 November 2024; and

(ii) the property services framework agreement dated 7 December 2023 entered into between the Company, Mr. Zou Kang and Ms. Zou Jian, pursuant to which, the Company agreed to provide a range of property management services and other related services to companies in which Mr. Zou Kang and/or Ms. Zou Jian can exercise or control the exercise of 30% or more of the voting power at their general meetings and their subsidiaries for the term of three years, commencing from 1 January 2024 and up to 31 December 2026. For further details, please refer to the circular of the Company dated 4 January 2024.

As at the Latest Practicable Date, none of the Directors was materially interested in any contracts or arrangements subsisting as at the Latest Practicable Date which was significant in relation to the business of the Group.

9. DIRECTORS' EMPLOYMENT WITH SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as the Directors are aware, except for Mr. Zou Kang, a non-executive Director who also serves as the director of each of Sky Donna and Pengna Holding, none of the Directors served as directors or employees in companies which had interests or short positions in the Shares or underlying Shares of the Company which were required to be notified to the Company pursuant to Divisions 2 and 3 of Part XV of the SFO.

10. DIRECTORS' INTERESTS IN COMPETING BUSINESS

As at the Latest Practicable Date, so far as the Directors were aware, none of the Directors or any of their close associates had interests in any business which competes or was likely to compete, either directly or indirectly, with the business of the Group, or had or might have any other conflicts of interest with the Group pursuant to Rule 8.10 of the Listing Rules.

11. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business of the Group) had been entered into by members of the Group within the two years immediately preceding the date of this circular and are or may be material or of significance:

(a) the Guarantee Agreement;

(b) the Pledge Agreement;

(c) on 21 October 2025, Chengdu Desun Real Estate Investment Property Service Co., Ltd.* (成都德商產投物業服務有限公司) ("**Chengdu Desun**"), a wholly-owned subsidiary of the Company, entered into the termination agreements with the relevant debtors and the parking space vendors, pursuant to which, Chengdu Desun agreed to return 652 parking spaces purchased under the debts settlement agreements to the parking space vendors and the relevant debtors agreed to make a payment in an aggregate amount of RMB22.52 million to Chengdu Desun. For further details, please refer to the Company's announcement dated 21 October 2025;

(d) the Loan Agreement;

(e) on 24 September 2025, Green Real Estate entered into a capital increase agreement with Bangtai Yueshang, pursuant to which, Green Real Estate shall subscribe for RMB10 million of new registered capital of Chengdu Bangtai in cash at a subscription price of RMB10 million. Upon completion of the aforementioned capital increase, Green Real Estate shall hold 50% of the equity interest in Chengdu Bangtai. For further details, please refer to the announcement of the Company dated 24 September 2025;

(f) on 18 November 2024, Chengdu Yulai Trading Co., Ltd.* (成都語萊貿易有限責任公司) ("**Chengdu Yulai**"), the certain original debtors, Chengdu Desun and the certain original creditors entered into the debt assignment agreements, pursuant to which the relevant original debtors agreed to assign and Chengdu Yulai agreed to assume receivables due by the relevant original debtors to Chengdu Desun and/or the relevant original creditors in an aggregate amount of RMB23,224,987.20. Of this amount, (i) an aggregate amount of RMB16,047,767.10 were due from the relevant original debtors to Chengdu Desun; and (ii) an aggregate amount of RMB7,177,220.10 were assigned from the relevant original creditors to Chengdu Desun, representing the respective payables/receivables owed to/due from the respective original debtors by/to the respective original creditors. On 24 December 2025, Chengdu Desun and Chengdu Yulai entered into a termination agreement, pursuant to which, Chengdu Desun will no longer proceed with the acquisition of the relevant settlement properties from Chengdu Yulai as contemplated under the debt settlement agreements, and in lieu of the settlement properties transfer, Chengdu Yulai agreed to settle, in cash, the total assigned receivables of RMB23,224,987.20. For further details, please refer to the Company's announcements dated 18 November 2024 and 24 December 2025;

(g) on 30 September 2024, Chengdu Dexin Shangyu Property Management Co., Ltd.* (成都德新尚裕物業管理有限公司), Chengdu Shudu Yintai Teal Estate Co., Ltd.* (成都蜀都銀泰置業有限責任公司), Shanghai Kesheng Enterprise Management Partnership (Limited Partnership) (上海恪昇企業管理合夥企業(有限合夥)) and Chengdu Shudu Wanze Real Estate Co., Ltd.* (成都蜀都萬澤置業有限責任公司) entered into a cooperation agreement, pursuant to which, among other things, the parties to the cooperation agreement have agreed on the relevant payment. For further details, please refer to the announcement of the Company dated 30 September 2024;

(h) on 2 September 2024, Chengdu Desun entered into termination agreements with the relevant debtors and the parking space vendors, pursuant to which, Chengdu Desun agreed to return 485 parking spaces to the parking space vendors and the relevant debtors agreed to make a payment in an aggregate amount of RMB15.46 million to Chengdu Desun. For details, please refer to the announcement of the Company dated 2 September 2024;

(i) on 19 July 2024, Chengdu Fengzhi Technology Co., Ltd.* (成都風知科技有限公司) ("**Chengdu Fengzhi**"), an indirect wholly-owned subsidiary of the Company, entered into an equity transfer agreement with Sichuan Desun Smart Green Operation Enterprise Management Co., Ltd.* (四川德商智慧綠色運營企業管理有限公司) ("**Smart Green**"), pursuant to which, Smart Green agreed to transfer the 100% equity interest in Sichuan Desun Green Building Engineering Construction Management Co., Ltd.* (四川德商綠建工程建設管理有限公司) to Chengdu Fengzhi at a consideration of RMB258,238.62. For further details, please refer to the announcement of the Company dated 19 July 2024; and

(j) on 22 December 2023, Chengdu Desun entered into a number of debts settlement agreements with the respective debtors and vendors, pursuant to which Chengdu Desun agreed to acquire and the vendors agreed to sell a total of 1,512 parking spaces at an aggregate consideration of RMB51,640,000 which shall be offset against receivables due from the respective debtors to Chengdu Desun on a dollar-for-dollar basis. On 20 February 2024, the Company held an extraordinary general meeting, in which the independent Shareholders approved the terms of the debts settlement agreements and the transactions contemplated thereunder. For further details, please refer to the announcements of the Company dated 26 December 2023 and 20 February 2024 and the circular of the Company dated 31 January 2024.

12. MISCELLANEOUS

(a) The registered office of the Company is situated at 190 Elgin Avenue, George Town, Grand Cayman KY1-9008, Cayman Islands.

(b) The principal place of business of the Company in Hong Kong is at 31/F., Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong.

(c) The Company's Hong Kong branch share registrar is Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong.

(d) The joint company secretaries of the Company are (i) Ms. Wan Hong; and (ii) Ms. Ng Ka Man, an associate member of both of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

13. DOCUMENTS ON DISPLAY

Copies of the following documents will be published and displayed on the websites of the HKEXnews (http://www.hkexnews.hk) and the Company (http://www.desunhui.com) for a period of 14 days from the date of this circular (both days inclusive):

(a) the Guarantee Agreement;

(b) the Pledge Agreement; and

(c) this circular.