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

If you have sold or transferred all your shares in **C&D Property Management Group Co., Ltd**, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or the transferee(s) or to the bank, stockbrokers or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or the transferee(s).

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C&D Property Management Group Co., Ltd

建發物業管理集團有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 2156)

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, (2) RE-ELECTION OF RETIRING DIRECTORS, AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Room 3517, 35/F, Wu Chung House, 213 Queen's Road East, Wan Chai, Hong Kong at 3:30 p.m. on Friday, 20 May 2022 is set out on pages 18 to 23 of this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the accompanying form of proxy for use at the Annual General Meeting in accordance with the instructions printed thereon and return it to the Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time specified for holding the Annual General Meeting (i.e. not later than 3:30 p.m. on Wednesday, 18 May 2022 (Hong Kong time)) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

This circular and such form of proxy are also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cndservice.com).

PRECAUTIONARY MEASURES FOR THE AGM

Please refer to pages 24 and 25 of this circular for the measures to be taken at the AGM to prevent and control the spread of novel coronavirus (COVID-19).

If necessary, more stringent precautions and/or other arrangements may be taken at the AGM to comply with any new, amended and then existing provisions of the laws of Hong Kong for the time being in force. The Company may change the arrangements for the AGM at short notice and further announcement will be made in due course. Shareholders should refer to the Company's website (www.cndservice.com) for updates on the latest arrangements for the AGM.

19 April 2022

All dates and times mentioned in this circular refer to Hong Kong dates and times.

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DEFINITIONS

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

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at Room 3517, 35/F, Wu Chung House, 213 Queen’s Road East, Wan Chai, Hong Kong at 3:30 p.m. on Friday, 20 May 2022, to consider and, if appropriate, to pass the resolutions contained in the notice of the Annual General Meeting which is set out on pages 18 to 23 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“BVI Business Companies Act”	the BVI Business Companies Act, 2004, as amended, supplemented or otherwise modified from time to time
“Branch Share Registrar”	Tricor Investor Services Limited, the branch share registrar and transfer office of the Company in Hong Kong
“close associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“Company”	C&D Property Management Group Co., Ltd (建發物業管理集團有限公司), a company incorporated in the BVI with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“controlling shareholder(s)”	has the same meaning as ascribed to it under the Listing Rules
“core connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“C&D Property Service”	C&D Property Service Group Limited* (建發物業服務集團有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Group
“C&D Real Estate”	C&D Real Estate Corporation Limited* (建發房地產集團有限公司), a company established in the PRC with limited liability and a controlling Shareholder as at the Latest Practicable Date

DEFINITIONS

“Director(s)”	the director(s) of the Company from time to time
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted, issued and dealt with under the General Mandate
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares up to a maximum of 20% of the aggregate number of Shares in issue as at the date of passing of the ordinary resolution in relation thereto at the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Huijia”	Huijia (Xiamen) Property Management Company Limited* (匯嘉(廈門)物業管理有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Group
“Latest Practicable Date”	11 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum of Association”	the memorandum of association of the Company as amended from time to time
“PRC”	the People’s Republic of China (for purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase Shares, the aggregate number of which shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing the relevant resolution at the Annual General Meeting

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended from time to time
“Share(s)”	ordinary share(s) with a par value of HK\$0.01 each of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers approved by the Securities and Futures Commission, as amended from time to time
“Well Land”	Well Land International Limited (益能國際有限公司), a company incorporated in the BVI with limited liability, and a controlling Shareholder as at the Latest Practicable Date
“Yijiayuan”	Yijiayuan (Xiamen) Property Management Company Limited* (怡家園(廈門)物業管理有限公司), a company established in the PRC with limited liability and a wholly-owned subsidiary of the Group
“%”	per cent

* *For identification purpose only. The English names are only translations of the official Chinese names. In case of inconsistency, the Chinese names prevail.*

LETTER FROM THE BOARD

C&D Property Management Group Co., Ltd

建發物業管理集團有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 2156)

Executive Directors:

Ms. Qiao Haixia (*Chief Executive Officer*)
Mr. Huang Danghui

Non-executive Directors:

Mr. Zhuang Yuekai (*Chairman*)
Mr. Lin Weiguo

Independent Non-executive Directors:

Mr. Cheung Kwok Kwan, J.P.
Mr. Lee Cheuk Yin Dannis
Mr. Li Kwok Tai James
Mr. Wu Yat Wai

Registered office:

2/F, Palm Grove House
P.O. Box 3340
Road Town, Tortola
BVI

Principal place of

business in Hong Kong:

Room 3517, 35/F
Wu Chung House
213 Queen's Road East
Wan Chai, Hong Kong

19 April 2022

To the Shareholders

Dear Sir or Madam

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
(2) RE-ELECTION OF RETIRING DIRECTORS,
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The primary purpose of this circular is to provide you with information regarding certain ordinary resolutions relating to, among other things, (i) the proposed grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and (ii) the proposed re-election of retiring Directors to be proposed at the Annual General Meeting to enable Shareholders to make an informed decision on whether to vote for or against those resolutions and to give you notice of the Annual General Meeting.

LETTER FROM THE BOARD

GRANT OF REPURCHASE MANDATE, GENERAL MANDATE AND EXTENSION MANDATE

At the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares. The maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution.

The Repurchase Mandate will lapse on the earliest of (i) the conclusion of the next annual general meeting of the Company, or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Memorandum of Association and the Articles of Association or any applicable laws of the BVI to be held, or (iii) the date on which such mandate granted is revoked or varied by an ordinary resolution of the Shareholders in general meeting of the Company.

The explanatory statement required by the Listing Rules to be sent to Shareholders in connection with the proposed resolution to grant to the Directors the Repurchase Mandate is set out in Appendix I to this circular. This contains all the information reasonably necessary to enable Shareholders to make an informed decision on whether to vote for or against the resolution.

Moreover, at the Annual General Meeting, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with further Shares representing up to 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution.

Subject to the passing of the ordinary resolutions of the Repurchase Mandate and the General Mandate, an ordinary resolution will also be proposed to authorise the Directors to issue new Shares of a number not exceeding 20% of the aggregate number of Shares in issue as at the date of passing of the General Mandate and the Shares to be purchased pursuant to the Repurchase Mandate.

Based on 1,336,261,106 Shares in issue as at the Latest Practicable Date and on the basis that no new Shares will be issued and no Shares will be repurchased by the Company for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting:

- (1) subject to the passing of the proposed resolution granting the General Mandate to the Directors, the Company will be allowed under the General Mandate to issue up to a maximum of 267,252,221 Shares, representing 20% of the number of Shares in issue as at the Latest Practicable Date; and
- (2) subject to the passing of the proposed resolution granting the Repurchase Mandate to the Directors, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 133,626,110 Shares, representing 10% of the number of Shares in issue as at the Latest Practicable Date.

LETTER FROM THE BOARD

The Directors wish to state that they have no immediate plans to repurchase any Shares or to allot and issue any new Shares pursuant to the Repurchase Mandate and the General Mandate to be approved at the AGM.

RE-ELECTION OF DIRECTORS

As at the Latest Practicable Date, there were two executive Directors, namely Ms. Qiao Haixia and Mr. Huang Danghui, two non-executive Directors, namely Mr. Zhuang Yuekai and Mr. Lin Weiguo and four independent non-executive Directors, namely Mr. Cheung Kwok Kwan, J.P., Mr. Lee Cheuk Yin Dannis, Mr. Li Kwok Tai James and Mr. Wu Yat Wai. In accordance with Article 14.18 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. The retiring Directors are eligible for re-election. Accordingly, Ms. Qiao Haixia, Mr. Lee Cheuk Yin Dannis and Mr. Li Kwok Tai James will retire from office by rotation and being eligible, have offered themselves for re-election at the AGM.

Two independent non-executive Directors who will retire by rotation, namely Mr. Lee Cheuk Yin Dannis and Mr. Li Kwok Tai James, have confirmed that they will devote sufficient time for the discharge of their functions and responsibilities as independent non-executive Directors. With their background and experience as set out in the biographical information in Appendix II to this circular, they are fully aware of the responsibilities and expected time involvements in the Company. Based on the foregoing, the Board believes that their positions outside the Company will not affect them in maintaining their current role in, and their functions and responsibilities for, the Company.

The nomination committee of the Board (the “**Nomination Committee**”) has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of all Directors with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy and the Director Nomination Policy and the Company’s corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of the retiring Directors including the aforesaid independent non-executive Directors who are due to retire at the Annual General Meeting. The Company considers that in accordance with the independence guidelines set out in the Listing Rules, the retiring independent non-executive Directors shall remain independent and will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity.

Details of all Directors to be re-elected are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

DECLARATION OF FINAL DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS

The Board proposed that subject to the approval of the Shareholders at the AGM, a final dividend of HK\$0.06 per Share for the year ended 31 December 2021 will be paid to Shareholders whose names appeared on the register of members of the Company on Friday, 27 May 2022.

The register of members of the Company will be closed during the following periods:

- (i) For the purpose of determining the Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 17 May 2022 to Friday, 20 May 2022 (both days inclusive). In order to qualify for attending and voting at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration by 4:30 p.m. on Monday, 16 May 2022.
- (ii) For the purpose of determining the Shareholders' entitlement to the proposed final dividend, the register of members of the Company will be closed from Thursday, 26 May 2022 to Friday, 27 May 2022 (both days inclusive). In order to qualify for the final dividend, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at the above-mentioned address for registration by 4:30 p.m. on Wednesday, 25 May 2022.

ACTIONS TO BE TAKEN

Set out on pages 18 to 23 of this circular is a notice convening the Annual General Meeting at which ordinary resolutions will be proposed to approve, among other matters, the following:

- (a) the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate; and
- (b) the re-election of the retiring Directors.

Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) and the Company (www.cndservice.com). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Branch Share Registrar, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 3:30 p.m. on Wednesday, 18 May 2022 (Hong Kong time)) or the adjourned meeting (as the case may be). In order to be valid, all forms of proxy must be lodged with Tricor Investor Services Limited before the deadline. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

RECOMMENDATIONS

The Directors consider that the proposals regarding the grant of the General Mandate, the Repurchase Mandate and the Extension Mandate and the re-election of the retiring Directors are in the best interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the Annual General Meeting.

GENERAL INFORMATION

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

MISCELLANEOUS

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

Yours faithfully
By order of the Board
C&D Property Management Group Co., Ltd
Zhuang Yuekai
Chairman and Non-executive Director

This appendix serves as an explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to approve the grant of the Repurchase Mandate to the Directors.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognized by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders of such company, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARES

As at the Latest Practicable Date, the total number of Shares in issue was 1,336,261,106 Shares.

Subject to the passing of the proposed resolution granting the Repurchase Mandate and on the bases that no new Shares will be issued and no Shares will be repurchased for the period from the Latest Practicable Date up to and including the date of the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase up to a maximum of 133,626,110 Shares, representing 10% of the number of issued Shares as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with the Memorandum of Association, the Articles of Association, the Listing Rules, the BVI Business Companies Act and other applicable laws and regulations of the BVI. The Company may not repurchase its own shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time. The Articles of Association and the laws of

BVI provide that the Company may not repurchase its own Shares unless (i) the value of the Company's assets exceeds its liabilities; and (ii) the Company is able to pay its debts as they fall due.

5. MATERIAL ADVERSE IMPACT IN THE EVENT OF REPURCHASE

Taking into account the current working capital position of the Group, the Directors consider that, if the Repurchase Mandate were to be carried out at any time during the proposed repurchase period, it might have a material adverse impact on the working capital and/or gearing position of the Company as compared with the position as at 31 December 2021, being the date on which its latest published audited consolidated financial statements were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company and/or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

6. SHARE PRICES

The highest and lowest prices at which the Shares traded on the Stock Exchange in the previous twelve months and up to the Latest Practicable Date were as follows:

Month	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	5.26	3.10
May	4.91	4.16
June	5.19	4.48
July	5.44	4.01
August	4.82	3.87
September	4.68	4.03
October	4.40	3.91
November	4.48	3.82
December	4.50	3.97
2022		
January	4.49	4.07
February	4.38	3.92
March	4.05	2.67
April (up to the Latest Practicable Date)	4.52	3.99

7. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Memorandum of Association, the Articles of Association, the BVI Business Companies Act and other applicable laws and regulations of the BVI.

8. CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, have any present intention to sell any Shares to the Company under the Repurchase Mandate if the same is approved at the Annual General Meeting.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the grant of the Repurchase Mandate is approved by Shareholders at the Annual General Meeting.

9. THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase may be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As disclosed in the register maintained pursuant to the SFO, as at the Latest Practicable Date, Well Land was beneficially interested in 767,191,106 Shares, representing approximately 57.41% voting rights attached to the issued Shares.

In the event that the Repurchase Mandate were to be exercised in full, assuming the issued Shares of the Company remains the same, the voting rights of Well Land in the Company would be increased from approximately 57.41% to approximately 63.79% of the then issued Shares. The Directors do not consider such increase would give rise to an obligation on the part of Well Land and parties acting in concert (as defined in the Takeovers Code) with it to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the mandate to repurchase Shares to such extent which will give rise to an obligation of any Shareholder to make a mandatory offer under the Takeovers Code.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would result in less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital of the company being in public hands. The Directors have no present intention to and will not exercise the mandate to repurchase Shares to such extent which will result in the aggregate number of Shares being held by the public being reduced to less than 25% of the total issued Shares or such other minimum percentage as prescribed by the Listing Rules from time to time.

10. SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any Shares during the six months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Set out below are the biographical details of the retiring Directors, who being eligible, would offer themselves for re-election at the AGM.

(1) Ms. Qiao Haixia (喬海俠女士) (“Ms. Qiao”)

Ms. Qiao, aged 46, was appointed as a Director from 22 September 2020 until her re-designation as an executive Director on 28 September 2020. She was also appointed as the Company’s chief executive officer on 28 September 2020.

Ms. Qiao has over 22 years of experience in the property management business. Ms. Qiao worked as a property management staff in Huijia from December 1999 to May 2003. From February 2005 to May 2015, Ms. Qiao held different positions including manager of property management department, assistant to general manager, vice general manager, general manager in Yijiayuan, and she has been the chairperson of the board of directors of Yijiayuan since May 2015. Ms. Qiao has also worked as the chairperson of the board of directors of Huijia since May 2015. Ms. Qiao has been a member of the party committee of C&D Real Estate since September 2017. Ms. Qiao has been the chairperson of the board of C&D Property Service since February 2018.

Ms. Qiao was recognised as a certified intermediate property manager by the Ministry of Housing and Urban- Rural Development of the PRC (中國住房和城鄉建設部) in February 2014.

Ms. Qiao obtained a bachelor’s degree in accounting (foreign trade accounting) in Northeastern University in 1999.

Ms. Qiao has entered into a service agreement with the Company for an initial term of three years commencing from 28 September 2020, which is renewable automatically for successive terms of one year commencing from the day immediately after the expiry of the then current term of her appointment, unless terminated in accordance with the terms of the service agreement. Ms. Qiao is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the service agreement, Ms. Qiao is entitled to a director’s annual emolument of RMB600,000, which is determined by the Board with reference to her experience, knowledge, qualification, duties and responsibilities within the Group and the prevailing market conditions, and such management bonus and other benefits as may be determined by and at the sole discretion of the Board (upon recommendation of the remuneration committee of the Board (the “**Remuneration Committee**”)) from time to time.

So far as the Directors are aware, as at the Latest Practicable Date, Ms. Qiao was deemed to be interested in 862,442 Shares, representing approximately 0.065% of the issued Shares, which were registered in the name of Diamond Firetail Limited (“**Diamond Firetail**”). Diamond Firetail is a company incorporated in the BVI and a wholly-owned subsidiary of Tricor Equity Trustee Limited (formerly known as Equity Trustee Limited) (“**TETL**”). TETL is a trustee of a discretionary trust and Ms. Qiao is one of the beneficiaries of the said discretionary trust. Therefore, Ms. Qiao is deemed to be interested in the Shares held by Diamond Firetail by virtue of the SFO. In addition, pursuant to the 2021 restricted share incentive scheme of the Company (the “**Incentive Scheme**”) approved at the extraordinary general meeting held on 27 September 2021, 28,250,000 Shares were initially allotted and issued to the trustees of the Incentive Scheme, who held the Shares on behalf of the incentive recipients of the Incentive Scheme. Being the incentive recipient of the Incentive Scheme, Ms. Qiao is interested in 600,000 Shares (representing approximately 0.04% of the issued Shares) held on trust by the trustee, which are subject to vesting. Ms. Qiao also held 32,000 Shares registered in her name, representing approximately 0.002% of the issued Shares.

Save as disclosed above, Ms. Qiao:

- (i) did not hold any other directorship in listed public companies in the last three years before the Latest Practicable Date;
- (ii) does not hold any other positions with the Group;
- (iii) is not connected and has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and
- (iv) did not have, directly or indirectly, any interest in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Ms. Qiao’s re-election.

(2) Mr. Lee Cheuk Yin Dannis (李卓然先生)

Mr. Lee Cheuk Yin Dannis, aged 51, was appointed as an independent non-executive Director on 23 December 2020.

Mr. Lee Cheuk Yin Dannis has served as the managing director of DLK Advisory Limited, a company engaged in financial advisory and investment consulting services, since October 2009. Mr. Lee Cheuk Yin Dannis served as an executive director of AMVIG Holdings Limited, a company listed on the Stock Exchange (stock code: 2300), from September 2001 to March 2010; an executive director and a non-executive director of BeijingWest Industries International Limited, a company listed on the Stock Exchange (stock code: 2339), from October 2003 to August 2005 and August 2005 to January 2009, respectively; and an executive director of AMCO United Holdings Limited, a company listed on the Stock Exchange (stock code: 630), from October 2010 to October 2011.

Mr. Lee Cheuk Yin Dannis has been an independent non-executive director and chairman of audit committee of Geely Automobile Holdings Limited, a company listed on the Stock Exchange (stock code: 175), since June 2002; an independent non-executive director and chairman of audit committee of Tiangong International Company Limited, a company listed on the Stock Exchange (stock code: 826), since September 2010; an independent non-executive director of CMBC Capital Holdings Limited, a company listed on the Stock Exchange (stock code: 1141), since June 2017; and an independent non-executive director of Cathay Media and Education Group Inc., a company listed on the Stock Exchange (stock code: 1981), since June 2020. He was also an independent non-executive director of Southern Energy Holdings Group Limited, a company listed on the Stock Exchange (stock code: 1573), from June 2016 to October 2019. Mr. Lee Cheuk Yin Dannis was an independent director of Gridsum Holdings Inc, the American depository shares of which are listed on NASDAQ (stock code: GSUM) from June 2017 to March 2021.

Mr. Lee Cheuk Yin Dannis obtained a bachelor's degree in business administration from Texas A&M University in the United States in October 1992. Mr. Lee Cheuk Yin Dannis has become an associate member of the Hong Kong Institute of Certified Public Accountants since June 1996 and a member of the American Institute of Certified Public Accountants since April 1995. Mr. Lee Cheuk Yin Dannis possesses over 27 years of experience in accounting and auditing field.

Mr. Lee Cheuk Yin Dannis was a non-executive director of Norstar Founders Group Limited (now known as BeijingWest Industries International Ltd.) ("**Norstar**"), a company listed on the Stock Exchange (stock code: 2339), from 19 August 2005 to 15 January 2009, during which as a non-executive director, at all relevant times he had no involvement in the day-to-day operation or management of Norstar. Norstar is incorporated in the Cayman Islands and was the subject of a winding up petition and a provisional liquidator was appointed on 6 February 2009. The winding up petition was dismissed and provisional liquidator was discharged in January 2014. According to the announcements published by Norstar, it was the subject of a scheme of arrangement to restructure its debts whereby certain rights and claims of Norstar were assigned to administrators of the scheme of arrangement on behalf of Norstar's creditors. A writ of summons (the "**Writ**") was issued in June 2014 against, among others, Mr. Lee Cheuk Yin Dannis as a former director of Norstar. To the best knowledge and belief of our Company, the Writ alleged, among other things, various breaches of duties, contracts and applicable laws and regulations but it did not set out the basis or the specific incidents supporting the allegations therein. Further, Mr. Lee Cheuk Yin Dannis confirmed that (i) he

was not aware of the matters alleged in the Writ, and (ii) he was never served any notice of proceedings or the Writ, and according to a letter from the plaintiff's solicitor to Mr. Lee Cheuk Yin Dannis's solicitors, the Writ has been extended until 25 June 2016 and has expired without further application for extension. In view of (i) his lack of involvement in the day-to-day operation and management in Norstar during his time as a non-executive director of Norstar, (ii) the fact that the plaintiff has not served the Writ on Mr. Lee Cheuk Yin Dannis and the Writ has expired without further application, and (iii) Mr. Lee Cheuk Yin Dannis's continuing engagement as director of other companies listed on the Stock Exchange, our Company believes that Mr. Lee Cheuk Yin Dannis remains suitable to be an independent non-executive Director under Rules 3.08 and 3.09 of the Listing Rules.

Mr. Lee Cheuk Yin Dannis has entered into a service agreement with the Company for an initial term of three years commencing from 23 December 2020, which is renewable automatically for successive terms of one year commencing from the day immediately after the expiry of the then current term of his appointment, unless terminated in accordance with the terms of the service agreement. Mr. Lee Cheuk Yin Dannis is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to such service agreement, Mr. Lee Cheuk Yin Dannis is entitled to receive a director's fee of HK\$100,000 per annum.

Based on the information contained in the annual confirmation on independence provided by Mr. Lee Cheuk Yin Dannis to the Company pursuant to Rule 3.13 of the Listing Rules, the Board had reviewed and evaluated the independence of Mr. Lee Cheuk Yin Dannis and is satisfied that Mr. Lee Cheuk Yin Dannis remains to be independent, and have the character, integrity, independence and experience required to fulfill and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

Save as disclosed above, Mr. Lee Cheuk Yin Dannis:

- (i) did not hold any other directorship in listed public companies in the last three years before the Latest Practicable Date;
- (ii) does not hold any other positions with the Group;
- (iii) is not connected and has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and
- (iv) did not have, directly or indirectly, any interest in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Mr. Lee Cheuk Yin Dannis's re-election.

(3) Mr. Li Kwok Tai James (李國泰先生)

Mr. Li Kwok Tai James, aged 53, was appointed as an independent non-executive Director on 23 December 2020.

Mr. Li Kwok Tai James served as a staff accountant in the audit department of Ernst & Young from May 1994 to January 1997; a senior accountant in the global corporate finance department of Arthur Andersen from May 1998 to January 2000; a senior associate of DBS Asia Capital Limited from January 2000 to January 2001; a manager in the listing division of Hong Kong Exchanges and Clearing Limited, a company listed on the Stock Exchange (stock code: 388), from September 2002 to June 2006; a senior manager in the corporate finance execution department of BNP Paribas Capital (Asia Pacific) Limited from June 2006 to May 2007; a vice president in the investment banking coverage department of J.P. Morgan Securities (Asia Pacific) Limited from May 2007 to December 2008; a vice president of New World Strategic Investment Limited, a wholly-owned subsidiary of New World Development Company Limited, a company listed on the Stock Exchange (stock code: 17), from April 2009 to April 2010; a director in the investment banking division of CGS-CIMB Securities (Hong Kong) Limited (formerly known as CIMB Securities Limited, a wholly-owned subsidiary of CIMB Group Sdn Bhd) from April 2010 to January 2017; and a managing director of HeungKong Financial Group Limited from July 2017 to May 2018. Mr. Li Kwok Tai James has served as a managing director in the investment bank department of Shanggu Securities Limited since June 2018. Mr. Li Kwok Tai James has been an independent non-executive director of Huasheng International Holding Limited, a company listed on the Stock Exchange (stock code: 1323), since September 2020.

Mr. Li Kwok Tai James obtained a bachelor's degree in engineering from the University of Liverpool in the United Kingdom in 1990; a master's degree in science from the University of Manchester in the United Kingdom in 1991; and a bachelor of laws degree from the University of London in the United Kingdom in 2005. Mr. Li Kwok Tai James has been a member of the American Institute of Certified Public Accountants since September 1999 and an associate member of the Hong Kong Institute of Certified Public Accountants since March 2000. Mr. Li Kwok Tai James was a committee member of the corporate finance advisory panel of the Hong Kong Institute of Certified Public Accountants from February 2015 to January 2021.

Mr. Li Kwok Tai James has entered into a service agreement with the Company for an initial term of three years commencing from 23 December 2020, which is renewable automatically for successive terms of one year commencing from the day immediately after the expiry of the then current term of his appointment, unless terminated in accordance with the terms of the service agreement. Mr. Li Kwok Tai James is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to such service agreement, Mr. Li Kwok Tai James is entitled to receive a director's fee of HK\$100,000 per annum.

Based on the information contained in the annual confirmation on independence provided by Mr. Li Kwok Tai James to the Company pursuant to Rule 3.13 of the Listing Rules, the Board had reviewed and evaluated the independence of Mr. Li Kwok Tai James and is satisfied that Mr. Li Kwok Tai James remains to be independent, and have the character, integrity, independence and experience required to fulfill and discharge the role and duties of an independent non-executive Director in the event that he is re-elected at the Annual General Meeting.

Save as disclosed above, Mr. Li Kwok Tai James:

- (i) did not hold any other directorship in listed public companies in the last three years before the Latest Practicable Date;
- (ii) does not hold any other positions with the Group;
- (iii) is not connected and has no other relationship with any Directors, senior management or substantial or controlling shareholders of the Company; and
- (iv) did not have, directly or indirectly, any interest in any Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information required to be disclosed pursuant to the requirements of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in connection with Mr. Li Kwok Tai James' re-election.

NOTICE OF ANNUAL GENERAL MEETING

C&D Property Management Group Co., Ltd

建發物業管理集團有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 2156)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of C&D Property Management Group Co., Ltd (the “**Company**”) will be held at Room 3517, 35/F, Wu Chung House, 213 Queen’s Road East, Wan Chai, Hong Kong at 3:30 p.m. on Friday, 20 May 2022 to consider and, if thought fit, transact the following ordinary businesses:

1. To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors of the Company for the year ended 31 December 2021.
2. To declare a final dividend of HK\$0.06 per share for the year ended 31 December 2021.
3. To re-elect Ms. Qiao Haixia as an executive director of the Company.
4. To re-elect Mr. Lee Cheuk Yin Dannis as an independent non-executive director of the Company.
5. To re-elect Mr. Li Kwok Tai James as an independent non-executive director of the Company.
6. To authorise the board of directors of the Company to fix the remuneration of the directors of the Company.
7. To consider the re-appointment of Grant Thornton Hong Kong Limited as the auditor of the Company for the ensuing year and to authorise the board of directors of the Company to fix its remuneration.

NOTICE OF ANNUAL GENERAL MEETING

8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to compliance with the prevailing requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Listing Rules”**) and paragraph (c) below, pursuant to the Listing Rules and all other applicable laws, the exercise by the directors of the Company during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with the unissued shares of the Company, and to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company (the **“Directors”**) during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, notes and other securities which carry rights to subscribe for or are convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as hereinafter defined in paragraph (d) below);
 - (ii) the exercise of options granted under the share option scheme or similar arrangement for the time being adopted by the Company from time to time;
 - (iii) any scrip dividend or similar arrangements providing for allotment and issue of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum of association and the articles of association of the Company and other relevant regulations in force from time to time; or
 - (iv) any issue of shares of the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company;

shall not exceed 20% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

- (d) for the purpose of this resolution, the “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum of association and the articles of association of the Company or any applicable laws of the British Virgin Islands to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting of the Company.

“**Rights Issue**” means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors to the holders of shares or any class of shares whose names appeared on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expenses or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, jurisdiction outside Hong Kong or any recognized regulatory body or any stock exchange outside Hong Kong).”

9. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to compliance with the prevailing requirements of the Listing Rules and paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to repurchase the shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the BVI Business Companies Act, 2004 (as amended, supplemented or otherwise modified from time to time) and all other applicable laws as amended from time to time in this regard, be and the same is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the aggregate number of shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the memorandum of association and the articles of association of the Company or any other applicable laws of the British Virgin Islands to be held; or
 - (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting of the Company.”
10. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon resolutions numbered 8 and 9 above being passed, the unconditional general mandate granted to the Directors to allot, issue and deal with the unissued shares of the Company pursuant to resolution numbered 8 above be and is hereby extended by the addition to the aggregate number of shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of a number representing the aggregate number of shares to be repurchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 9 above.”

By order of the Board
C&D Property Management Group Co., Ltd
Zhuang Yuekai
Chairman and Non-executive Director

Hong Kong, 19 April 2022

Notes:

1. A shareholder of the Company (the “**Shareholder**”) entitled to attend and vote at the Meeting is entitled to appoint another person as his/her proxy to attend and vote in his/her stead. A Shareholder who is the holder of two or more shares (the “**Shares**”) in the Company may appoint more than one proxy to represent him/her and vote on his/her behalf at the Meeting. A proxy need not be a Shareholder.

NOTICE OF ANNUAL GENERAL MEETING

2. In the case of joint holders of Shares, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the Meeting, personally or by proxy, that one of the said joint holders so present whose name stands first in the register of members of the Company in respect of such Shares shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy must be in writing under the hand of the appointor or of his/her attorney duly authorised in writing, or if the appointor is a corporation, either under seal, or under the hand of an officer or attorney duly authorised, and must be deposited with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong (together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof) not less than 48 hours before the time specified for holding of the Meeting (i.e. not later than 3:30 p.m. on Wednesday, 18 May 2022).
4. Delivery of an instrument appointing a proxy should not preclude a Shareholder from attending and voting in person at the Meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. For the purpose of determining Shareholders' entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Tuesday, 17 May 2022 to Friday, 20 May 2022 (both days inclusive). In order to qualify for attending and voting at the Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at the abovementioned address for registration by 4:30 p.m. on Monday, 16 May 2022.
6. In relation to the resolutions numbered 8 and 10 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to authorize the allotment and issue of Shares in accordance with all applicable laws and the Listing Rules. The Directors have no immediate plans to issue any new Shares pursuant to the authority granted under the general mandate to be approved at the Meeting.
7. In relation to the resolution numbered 9 above, approval is being sought from the Shareholders for the grant to the Directors of a general mandate to repurchase Shares in accordance with all applicable laws and the Listing Rules. The Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the Shareholders.
8. Due to the recent development of the COVID-19 epidemic, the Company will implement additional precautionary measures at the Meeting including, without limitation:
 - compulsory body temperature screening;
 - mandatory use of surgical face masks;
 - anyone subject to quarantine, has any flu-like symptoms or has travelled overseas within 14 days immediately before the Meeting (“**recent travel history**”), or has close contact with any person under quarantine or with recent travel history will not be permitted to attend the Meeting; and
 - anyone attending the Meeting is reminded to observe good personal hygiene at all times.
9. The Company reminds all Shareholders that physical attendance in person at the Meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the Meeting as their proxy to vote on the relevant resolution(s) at the Meeting instead of attending the Meeting in person, by completing and return the form of proxy.

NOTICE OF ANNUAL GENERAL MEETING

10. If any Shareholder chooses not to attend the Meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcomed to send such question or matter in writing to the principal place of business in Hong Kong of the Company or by fax at (852) 2525 7890. If any Shareholder has any question relating to the Meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185

11. Shareholders are advised to read the "PRECAUTIONARY MEASURES FOR THE AGM" section in the circular for further details and monitor the development of COVID-19 epidemic. Subject to the development of COVID-19 epidemic, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
12. In view of the travelling restrictions imposed by various jurisdictions to prevent the spread of COVID-19 epidemic, certain Director(s) may attend the Meeting through video conference or similar electronic means.
13. All dates and times mentioned in this notice refer to Hong Kong dates and times.

PRECAUTIONARY MEASURES FOR THE AGM

Due to the recent development of the COVID-19 epidemic, the Company will implement additional precautionary measures at the AGM in the interests of the health and safety of Shareholders, investors, Directors, staffs and other participants of the AGM which include without limitation:

- (1) All attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the AGM. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM.
- (2) There will be compulsory body temperature screening for all persons before entering the AGM venue. Any person with a body temperature of 37.8 degrees Celsius or above will not be given access to the AGM venue. Denied entry to the AGM venue also means the person will not be allowed to attend the AGM.
- (3) Attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the AGM (“**recent travel history**”); (ii) he/she is subject to any Hong Kong government prescribed quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied entry into the AGM venue or be required to promptly leave the AGM venue.
- (4) Anyone attending the AGM is always reminded to observe good personal hygiene.
- (5) Shareholders who prefer not to attend or are restricted from attending the AGM, may still vote by proxy or appoint the chairman of the AGM as their proxy to vote on the relevant resolutions and are advised to take note of the last date and time for the lodgement of the form of proxy.
- (6) The Company reminds all Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the AGM as their proxy to vote on the relevant resolution(s) at the AGM instead of attending the AGM in person, by completing and return the form of proxy attached to the notice of AGM.

PRECAUTIONARY MEASURES FOR THE AGM

- (7) If any Shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcomed to send such question or matter in writing to the principal place of business in Hong Kong of the Company or by fax at (852) 2525 7890. If any Shareholder has any question relating to the AGM, please contact Tricor Investor Services Limited, the Company's Branch Share Registrar as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185

- (8) Shareholders are advised to read this section carefully and monitor the development of COVID-19 epidemic. Subject to the development of COVID-19 epidemic, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
- (9) In view of the travelling restrictions imposed by various jurisdictions to prevent the spread of COVID-19 epidemic, certain Director(s) may attend the AGM through video conference or similar electronic means.

We are closely monitoring the development and impact of the COVID-19 outbreak in Hong Kong and may implement further changes and precautionary measures. Should there be any changes to the arrangements for the AGM, we will inform our shareholders through announcements published on the website of the Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company's website (www.cndservice.com).