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建業新生活有限公司

Central China New Life Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9983)

**(1) PROPOSED ADOPTION OF THE NEW SHARE AWARD SCHEME AND
TERMINATION OF THE EXISTING SHARE AWARD SCHEME AND THE
POST-IPO SHARE OPTION SCHEME
(2) CONDITIONAL GRANT OF SHARE AWARDS
TO CERTAIN DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Unless otherwise specified, capitalized terms used in this notice shall have the same meanings as defined in the circular of the Company dated 20 July 2023 in respect of the adoption of the New Share Award Scheme, termination of the Existing Share Award Scheme and the Post-IPO Share Option Scheme, and the Conditional Grant (the “**Circular**”). Details regarding the resolutions in this notice are set out in the Circular.

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Central China New Life Limited (the “**Company**”) will be held at 10:00 a.m. on Monday, 7 August 2023 at Room 7708B, 77/F, International Commerce Centre, No. 1 Austin Road West, Kowloon, Hong Kong, for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as ordinary resolutions of the Company:

1. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued in respect of the award shares to be granted under the New Share Award Scheme, a copy of which is tabled at the meeting and marked “A” and initialled

by the chairman of the meeting for identification purpose, the New Share Award Scheme be and is hereby approved and adopted; and any director of the Company or his/her delegate(s) be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Award Scheme, including but without limitation:

- (i) to administer the New Share Award Scheme under which award shares will be granted to the Eligible Participants eligible under the New Share Award Scheme to subscribe for Shares, including but not limited to determining and granting the award shares in accordance with the terms of the New Share Award Scheme;
 - (ii) to modify and/or amend the New Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Award Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;
 - (iii) to grant award shares under the New Share Award Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the award shares to be granted under the New Share Award Scheme and subject to the Listing Rules and the Companies Ordinance;
 - (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the award shares to be granted under the New Share Award Scheme and subject to the Listing Rules and the Companies Ordinance; and
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Award Scheme and subject to the Listing Rules and the Companies Ordinance;
- (b) the total number of Shares which may be issued in respect of all options and awards to be granted under the New Share Award Scheme and any other schemes of the Company must not in aggregate exceed 10% (or such other percentage

which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the Adoption Date or the relevant date of approval of the refreshment of the Scheme Mandate Limit.”

2. **“THAT:**

Conditional upon resolution no. 1 above being passed, the Existing Share Award Scheme which was adopted by the Company on 12 July 2021 and the Post-IPO Share Option Scheme which was adopted by the Company on 29 April 2020 be and are hereby terminated with effect from the adoption of the New Share Award Scheme.”

3. **“THAT:**

Conditional upon resolution no. 1 above being passed, the Conditional Grant (consisting of the grant of 6,000,000 Awarded Shares to Mr. Wang Jun, 3,000,000 Awarded Shares to Mr. Shi Shushan and 1,500,000 Awarded Shares to Ms. Wu Lam Li) pursuant to the New Share Award Scheme be and is hereby approved and that any one director of the Company be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”

By Order of the Board
Central China New Life Limited
Wang Jun
Chairman

Hong Kong, 20 July 2023

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy needs not to be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority, must be deposited at the share registrar of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

3. The register of members of the Company will be closed from Thursday, 3 August 2023 to Monday, 7 August 2023, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with Computershare Hong Kong Investor Services Limited, the share registrar of the Company, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on 2 August 2023.

As at the date of this notice, the Board comprises: (i) Mr. Wang Jun (Chairman) and Mr. Shi Shushan as executive Directors; (ii) Ms. Wu Lam Li and Ms. Dai Jiling as non-executive Directors; and (iii) Mr. Leong Chong, Ms. Luo Laura Ying and Ms. Xin Zhu as independent non-executive Directors.