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CENTRAL DEVELOPMENT HOLDINGS LIMITED

中發展控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 475)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This notice is supplemental to the notice of the annual general meeting (the “**Annual General Meeting**”) of Central Development Holdings Limited (the “**Company**”) dated 21 July 2023 (the “**Initial Notice**”) to convene the Annual General Meeting which will be held at 24/F., OfficePlus@Wan Chai, 303 Hennessy Road, Wanchai, Hong Kong on Thursday, 7 September 2023 at 10:00 a.m.

Details of the proposed resolutions to be considered at the Annual General Meeting were stated in the Initial Notice. Unless otherwise stated, terms defined herein shall have the same meanings as those defined in the circular of the Company dated 21 July 2023 and the supplemental circular of the Company dated 23 August 2023. Apart from the amendment stated below, all the information contained in the Initial Notice remains to be valid and effective.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held as originally scheduled. In addition, as set out in this supplemental circular of the Company, the resolution under item numbered 7 stated in the Initial Notice should be deleted in its entirety:

~~“7. “**THAT** conditional upon the New Share Option Scheme being approved and adopted by way of ordinary resolution of the Company numbered 6(a) above, the sublimit on the total number of Shares that may be issued in respect of all options and awards to be granted to service providers under all share schemes of the Company of 1 per cent of the total number of Shares in issue on the date of approval of the New Share Option Scheme be and is hereby approved and adopted.”~~

By Order of the Board
Central Development Holdings Limited
Chan Wing Yuen, Hubert
Chief Executive & Executive Director

Hong Kong, 23 August 2023

As at the date of this notice, the Board consists of four executive Directors, namely Mr. Wu Hao, Mr. Hu Yangjun, Mr. Chan Wing Yuen, Hubert and Mr. Zhang Bing; a non-executive Director, Mr. Li Wei Qi, Jacky; and three independent non-executive Directors, namely Mr. Jin Qingjun, Ms. Sun Ivy Connie and Ms. Zhong Yingjie, Christina.

Notes:

- (1) Please refer to the Initial Notice for details of other resolutions to be proposed at the Annual General Meeting and other relevant matters.
- (2) For the purpose of determining the shareholders who are entitled to attend and vote at the Annual General Meeting, the Register of Members of the Company will be closed from Monday, 4 September 2023 to Thursday, 7 September 2023, both dates inclusive. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents should be lodged for registration with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, by 4:30 p.m. on Friday, 1 September 2023.
- (3) Since the form of proxy of the Company dated 21 July 2023 does not reflect the revision of the resolutions in the form as set out in this Supplemental Notice of the Annual General Meeting, a supplemental proxy form (the “**Supplemental Proxy Form**”) is enclosed for use at the Annual General Meeting. For details, please refer to the section headed “Supplemental Proxy Form” of the Supplemental Circular.
- (4) In accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and for good corporate governance practice, the Chairman of the Board has indicated that he would direct that each of the resolutions set out in the notice of the Annual General Meeting and the supplemental notice of the Annual General Meeting be voted on by poll. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.475hk.com) respectively.

- (5) A member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Annual General Meeting. A proxy need not be a member of the Company.
- (6) In order to be valid, the Supplemental Proxy Form must be deposited at the Company's branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or certified copy of such power of attorney or authority, not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and the delivery of the Supplemental Proxy Form will not preclude you from attending and voting at the Annual General Meeting or any adjourned meeting should you so wish and in such event, the form of proxy shall be deemed to be revoked.
- (7) A Supplemental Proxy Form for use in connection with the Annual General Meeting is enclosed and such Supplemental Proxy Form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.475hk.com) respectively.
- (8) A shareholder who has not yet lodged the Initial Proxy Form with the Company is requested to lodge the Supplemental Proxy Form if he/she wishes to appoint proxies to attend the Annual General Meeting on his/her behalf. In this case, the Initial Proxy Form should not be lodged with the Company.
- (9) A shareholder who has already lodged the Initial Proxy Form with the Company should note that:
 - (i) if no Supplemental Proxy Form is lodged with the Company, the Initial Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Annual General Meeting, including the revised proposed resolution set out in the supplemental notice of the Annual General Meeting.
 - (ii) if the Supplemental Proxy Form is lodged with the Company 48 hours prior to the time appointed for holding the Annual General Meeting (the "**Closing Time**"), the Supplemental Proxy Form will revoke and supersede the Initial Proxy Form previously lodged by him/her. The Supplemental Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.
 - (iii) if the Supplemental Proxy Form is lodged with the Company after the Closing Time, the Supplemental Proxy Form will be invalid. However, it will revoke the Initial Proxy Form previously lodged by the shareholder, and any vote that may be cast by the purported proxy (whether appointed under the Initial Proxy Form or the Supplemental Proxy) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, shareholders are advised not to lodge the Supplemental Proxy Form after the Closing Time. In such case, if such Shareholders wish to vote at the Annual General Meeting, they will have to attend in person and vote at the Annual General Meeting themselves
- (10) If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force within a period of two (2) hours before the commencement of the Annual General Meeting, subject to consent of the meeting, the Annual General Meeting will be adjourned. The Company will post an announcement on the Company's website (www.475hk.com) and the Stock Exchange's website (www.hkexnews.hk) to notify Shareholders about the date, time and place of the adjourned meeting. The Annual General Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Annual General Meeting under bad weather condition bearing in mind their own situations.