

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **CENTRAL CHINA MANAGEMENT COMPANY LIMITED**, you should at once hand this circular and the accompanying election form (if any) to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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 Company. 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.

No Overseas Shareholder receiving a copy of this circular and/or the Election Form in any territory outside Hong Kong may treat the same as an invitation to participate in the Scrip Dividend Scheme unless such invitation could lawfully be made to him/her/it without the Company having to comply with any registration or other requirements or formalities in the relevant jurisdiction. It is the responsibility of any Overseas Shareholder wishing to receive New Shares for the 2023 Interim Dividend to satisfy himself/herself/itself as to full observance of the laws of any relevant jurisdiction, including obtaining any governmental or other consents or observing any requirement or formality which may be required.



**CENTRAL CHINA MANAGEMENT COMPANY LIMITED**

**中原建業有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9982)**

**SCRIP DIVIDEND SCHEME IN RELATION TO  
THE INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 JUNE 2023**

---

15 January 2024

## DEFINITIONS

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

“2023 Interim Dividend”	the interim dividend of HK3.74 cents per Share for the six months ended 30 June 2023 payable to the Shareholders whose names were recorded on the registers of members of the Company at the close of business on the Record Date
“Board”	the board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited
“Company”	CENTRAL CHINA MANAGEMENT COMPANY LIMITED, an exempted company incorporated in the Cayman Islands with limited liability, with its Shares listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Election Form”	the form of election in relation to the Scrip Dividend Scheme
“Eligible Shareholder(s)”	Shareholder(s) whose name(s) appeared on the register of members of the Company on the Record Date
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Hong Kong Share Registrar”	the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong
“Latest Practicable Date”	12 January 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended or supplemented from time to time

## DEFINITIONS

“New Share(s)”	new Share(s) to be allotted, issued and credited as fully paid up under the Scrip Dividend Scheme
“Overseas Shareholder(s)”	Shareholder(s) whose address(es) as shown on the register of members of the Company at the close of business on the Record Date was (were) outside Hong Kong
“PRC”	the People’s Republic of China, for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region of the PRC and Taiwan
“Record Date”	Monday, 18 December 2023, being the date for determining the entitlement to the 2023 Interim Dividend
“Scrip Dividend Scheme”	the scheme offering Eligible Shareholders the scrip dividend option whereby Eligible Shareholders may elect to receive the 2023 Interim Dividend wholly or partly by the allotment of New Shares credited as fully paid in lieu of cash dividend
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Announcement”	the announcement of the Company dated 8 December 2023 in relation to the Scrip Dividend Scheme
“%”	per cent

## EXPECTED TIMETABLE

*The following is a summary of the events in relation to the Scrip Dividend Scheme in the form of a timetable:*

Ex-dividend date .....	Tuesday, 12 December 2023
Latest time to lodge transfer documents for registration with the Hong Kong Share Registrar .....	4:30 p.m. on Wednesday, 13 December 2023
Closure of the register of members of the Company for the purpose of determining the Shareholders' entitlement to the 2023 Interim Dividend .....	Thursday, 14 December 2023 to Monday, 18 December 2023 (both days inclusive)
Record Date .....	Monday, 18 December 2023
Latest time for return of the Election Form to the Hong Kong Share Registrar ( <i>Note 2</i> ).....	4:30 p.m. on Friday, 2 February 2024
Despatch of share certificates for New Shares and/or dividend warrants at the risk of recipients .....	Thursday, 22 February 2024
Expected first day of dealings in New Shares.....	Friday, 23 February 2024 (subject to the proper receipt of the definite certificates for the New Shares by the relevant Eligible Shareholders)

*Notes:*

1. All references to dates and time in this circular are to Hong Kong dates and time.
2. If there is a tropical cyclone warning signal number 8 or above, or "extreme conditions" caused by a super typhoon, or a "black" rainstorm warning signal in force at or at any time prior to 4:30 p.m. on Friday, 2 February 2024, the deadline for return of the Election Form will be changed. Further information is set out in the section headed "Letter from the Board — Election Form" in this circular.

LETTER FROM THE BOARD



**CENTRAL CHINA MANAGEMENT COMPANY LIMITED**

**中原建業有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 9982)**

*Chairman and Non-executive Director:*

Mr. Wu Po Sum

*Executive Directors:*

Mr. Hu Bing

Mr. Chen Aiguo

Mr. Duan Juwei

*Non-executive Director:*

Ms. Wu Wallis (alias Li Hua)

*Independent non-executive Directors:*

Mr. Zhu Baoguo

Mr. Xu Ying

Mr. Siu Chi Hung

*Registered office in the Cayman Islands:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong under Part 16 of*

*the Companies Ordinance (Cap 622):*

A122C, 16/F

Tower 5, The Gateway

Harbour City

Tsim Sha Tsui

Kowloon, Hong Kong

15 January 2024

*To the Shareholders,*

Dear Sir or Madam,

**SCRIP DIVIDEND SCHEME IN RELATION TO  
THE INTERIM DIVIDEND FOR THE SIX MONTHS ENDED 30 JUNE 2023**

**INTRODUCTION**

On 24 August 2023, the Board approved at the meeting of Board, the payment of the 2023 Interim Dividend which is payable to the Shareholders whose names were recorded on the registers of members of the Company at the close of business on the Record Date in cash. As set out in the Supplemental Announcement, the Board would like to supplement that Shareholders will be given an option to elect to receive the 2023 Interim Dividend in cash or an allotment of new and fully paid Shares in lieu of cash in whole or in part under the Scrip Dividend Scheme.

## LETTER FROM THE BOARD

The purposes of this circular are (i) to provide information relating to the Scrip Dividend Scheme, and (ii) set out the relevant terms, procedures and conditions and the action to be taken by the Eligible Shareholders in relation thereto if they wish to participate in the Scrip Dividend Scheme.

### THE SCRIP DIVIDEND SCHEME

Under the Scrip Dividend Scheme, the 2023 Interim Dividend is payable in cash to the Shareholders whose names were recorded on the register of members of the Company at the close of business on the Record Date, with a scrip dividend option to the Eligible Shareholders.

For the purpose of determining the Shareholders' entitlement to the 2023 Interim Dividend, the register of members of the Company were closed from Thursday, 14 December 2023 to Monday, 18 December 2023 (both days inclusive). The latest time by which transfers were accepted for registration for entitlement to the 2023 Interim Dividend was 4:30 p.m. on Wednesday, 13 December 2023.

The Eligible Shareholders may elect to receive the 2023 Interim Dividend in one of the following ways:

- (i) a cash dividend of HK3.74 cents per Share; or
- (ii) an allotment of such number of New Shares credited as fully paid and having an aggregate market value (as calculated below) equal to, save for adjustment for fractions, the total amount of the 2023 Interim Dividend which such Eligible Shareholder could otherwise elect to receive in cash (the “**Maximum Entitlement**”); or
- (iii) partly New Shares not exceeding the Maximum Entitlement and the remainder in cash.

If the Eligible Shareholders elect to receive the 2023 Interim Dividend in cash, in whole or in part, such cash dividend will be paid in Hong Kong dollars.

For the purpose of calculating the number of New Shares to be allotted and issued under the Scrip Dividend Scheme, the market value of the New Shares has been fixed at HK\$0.293 per Share, which is the average of the closing prices per Share as quoted on the Stock Exchange for the five consecutive trading days from, and including, 14 December 2023 (being the first day of the closure of register of members). Accordingly, the number of New Shares which an Eligible Shareholder electing for New Shares in respect of the 2023 Interim

<b>LETTER FROM THE BOARD</b>
------------------------------

Dividend under options (ii) and (iii) above are entitled to receive in respect of the pro-rata entitlement of the Shares registered in their names as at the Record Date is calculated as follows:

		2023 Interim Dividend per Share (i.e. HK3.74 cents)
Number of New Shares to be received (rounded down to the nearest whole number)	=      Number of shares held on the Record Date for which election for New Share is made	x      Average of the closing prices per Share as quoted on the Stock Exchange for the five consecutive trading days from, and including, 14 December 2023 (i.e. HK\$0.293)

Based on the above, a maximum number of 471,176,448 New Shares, representing approximately 12.76% of the existing issued share capital of the Company as at the Record Date and approximately 11.32% of the then issued share capital of the Company as enlarged by the issue of the New Shares, could be issued. **The last date and time on which the Eligible Shareholders will be entitled to elect their desired form of the 2023 Interim Dividend is 4:30 p.m. on Friday, 2 February 2024.**

At the time the said price of a New Share was determined, the Company had no information that was not publicly available that would, or would be likely to, have a material adverse effect on the realisable price of the New Shares if the information were publicly available.

The New Shares will rank pari passu in all aspects with the existing issued Shares and with one another on the date of allotment and issue of the New Shares, and will rank in full for all future dividends and distribution which may be declared, made or paid (except for the 2023 Interim Dividend).

The number of New Shares to be issued to the Eligible Shareholders will be rounded down to the nearest whole number. Fractional entitlements to New Shares under options (ii) and (iii) above will be disregarded and the benefit thereof will accrue to the Company. The New Shares will be allotted by way of capitalisation of the Company's reserves or profits and are not renounceable.

## **LETTER FROM THE BOARD**

### **EFFECT OF THE SCRIP DIVIDEND SCHEME**

Eligible Shareholders should note that any receipt of the New Shares may give rise to notification requirements under Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Eligible Shareholders who are in any doubt as to how these provisions may affect them as a result of the issue of the New Shares or as to their taxation position are recommended to consult their own professional advisers.

As at the Latest Practicable Date, the Company had no outstanding options, warrants or other securities in issue which are convertible into or give rights to subscribe for, convert or exchange into, any Shares, as the case may be.

### **ADVANTAGES OF THE SCRIP DIVIDEND SCHEME**

The Scrip Dividend Scheme will give the Eligible Shareholders an opportunity to increase their investment in the Company at market value without incurring brokerage fees, stamp duty and related dealing costs.

### **CONDITION OF THE SCRIP DIVIDEND SCHEME**

The Scrip Dividend Scheme is conditional upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in, the New shares to be allotted and issued in respect of the 2023 Interim Dividend.

If this condition is not satisfied, the Scrip Dividend Scheme described in this circular will not become effective and the Election Forms will be void. The 2023 Interim Dividend will then be paid wholly in cash.

### **ELECTION FORM**

An Election Form for Eligible Shareholders to elect to receive the 2023 Interim Dividend wholly or partly in New Shares in lieu of cash dividend is enclosed with this circular. If you wish to receive the 2023 Interim Dividend wholly in cash, you do not need to take any action.

If you elect to receive the 2023 Interim Dividend wholly in New Shares, or partly in cash and partly in New Shares, you should use the enclosed Election Form. If you sign the Election Form but do not specify the number of Shares in respect of which you wish to receive New Shares in lieu of the cash dividend, or if you elect to receive New Shares in respect of a greater number of Shares than your registered holding as at the Record Date, then in either case, you will be deemed to have exercised your election to receive New Shares only in respect of all the Shares registered in your name on the Record Date.

The Election Form should be completed in accordance with the instructions printed thereon and returned to the Hong Kong Share Registrar at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong so as to be received no later than 4:30 p.m. on Friday, 2 February 2024. Late submission of the Election Form will not be accepted.



## LETTER FROM THE BOARD

No acknowledgement of receipt of the Election Form will be issued. Elections in respect of the 2023 Interim Dividend cannot be in any way withdrawn, revoked, superseded or altered after the relevant Election Forms are signed and lodged with the Hong Kong Share Registrar.

The latest time for submission of Election Forms will not be valid if a tropical cyclone warning signal no. 8 or above, or “extreme conditions” caused by a super typhoon, or a “black” rainstorm warning is:

- a. in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on Friday, 2 February 2024. Instead the deadline for the submission of Election Forms will be 5:00 p.m. on the same business day;
- b. in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on Friday, 2 February 2024. Instead the deadline for the submission of Election Forms will be rescheduled to 4:30 p.m. on the next business day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:30 p.m.

### OVERSEAS SHAREHOLDERS

This circular and the Election Form will not be registered in Hong Kong or any other jurisdiction. The Shares have not been registered under the applicable securities legislation of any jurisdictions other than Hong Kong.

Based on the register of members of the Company as at the Record Date, there was one Overseas Shareholder with registered address in the PRC (who held 32,900,000 Shares (representing approximately 0.89% of the total issued Shares of the Company)) and there were no other Eligible Shareholders whose registered address is outside of Hong Kong. As advised by the Company’s legal advisers as to PRC laws, the PRC laws do not prohibit the Company from offering the 2023 Interim Dividend in the form of cash dividends and/or scrip shares and despatching this circular and Election Form to the existing Overseas Shareholder(s), but it is the responsibility of such Overseas Shareholder(s) receiving the New Shares to comply with the relevant applicable PRC legal requirements for the receipt of such dividend in the form of scrip shares. On such basis, the Overseas Shareholder(s) with registered address in the PRC will not be excluded from participating in the Scrip Dividend Scheme and the Election Form will be sent to the Overseas Shareholder with registered address in the PRC together with this circular.

Investors from the PRC who hold Shares through ChinaClear as nominee under Shanghai Connect and Shenzhen Connect (the “**PRC Southbound Trading Investors**”) can participate in the Scrip Dividend Scheme through ChinaClear. ChinaClear will provide nominee services for the PRC Southbound Trading Investors to elect to receive the New Shares in respect of all or part of his/her/its holding of Shares in accordance with the relevant laws and regulations.

## LETTER FROM THE BOARD

According to the “Stock Connect Shareholding Search” available on the Stock Exchange’s website (<https://www.hkexnews.hk>), as at the Record Date, 82,426,000 Shares of the Company, representing approximately 2.23% of the total issued Shares of the Company, were held by China Securities Depository and Clearing Corporation Limited (“ChinaClear”).

The PRC Southbound Trading Investors should seek advice from their intermediary (including broker, custodian, nominee or ChinaClear participants) and/or other professional advisers for details of the logistical arrangements as required by ChinaClear, and provide instructions with such intermediary in relation to the election to receive the New Shares.

**Notwithstanding the above, all Shareholders resident outside Hong Kong should consult their professional advisers as to whether or not they are permitted to participate in the Scrip Dividend Scheme or whether any governmental or other consents are required or other formalities need to be observed.** No Shareholder receiving a copy of this circular and/or an Election Form in any territory outside Hong Kong may treat the same as an invitation to elect for New Shares unless in the relevant territory such invitation could lawfully be made to him/her/it without the Company having to comply with any registration or other legal requirements, governmental or regulatory procedures or any other similar formalities. It is the responsibility of any Shareholder outside Hong Kong who wishes to receive New Shares under the Scrip Dividend Scheme to comply with the laws of the relevant jurisdictions including procedures or any other similar formalities. Persons who receive New Shares in lieu of cash dividend must also comply with any restrictions on the resale of Shares which may apply outside Hong Kong. It is a term of this offer of New Shares under the Scrip Dividend Scheme that this offer is made in compliance with the laws of Hong Kong and all other relevant codes, rules and other requirements relating to the offer that apply in Hong Kong. Overseas Shareholders residing in a jurisdiction where their participation in the Scrip Dividend Scheme is not permitted under the law of that place will be deemed to have received this circular and/or an Election Form for information only.

### LISTING, CLEARING AND SETTLEMENT

Application will be made to the Listing Committee of the Stock Exchange for the grant of the listing of, and permission to deal in, the New Shares. It is expected that the share certificates for the New Shares (in case the Eligible Shareholders have elected to receive part or all of their 2023 Interim Dividend in the form of New Shares) and dividend warrants will be posted to the respective Shareholders at their own risk on Thursday, 22 February 2024. Dealings in the New Shares on the Stock Exchange are expected to commence on Friday, 23 February 2024, subject to the proper receipt of the definitive certificates for the New Shares by the relevant Eligible Shareholders.

Subject to the granting of the listing of, and permission to deal in, the New Shares to be allotted and issued pursuant to the Scrip Dividend Scheme on the Stock Exchange, such New Shares will be accepted as eligible securities by Hong Kong Securities Clearing Company Limited for deposit, clearance and settlement in the CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date

## LETTER FROM THE BOARD

as determined by Hong Kong Securities Clearing Company Limited. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. Shareholders should seek the advice of their licensed securities dealer or other professional adviser for details of these settlement arrangements and how such arrangements will affect their rights and interests.

The Shares are listed, and dealt in, on the Stock Exchange.

Save as disclosed above, no equity or debt securities of the Company is listed, or dealt in, on any other stock exchange, nor is listing, or permission to deal in, on any other exchange being, or proposed to be, sought.

New Shares issued to the Eligible Shareholders pursuant to an election to receive part or all of their 2023 Interim Dividend in New Shares may be allocated in odd lots. No special dealing arrangements will be put in place by the Company to facilitate the trading or disposal of New Shares issued in odd lots. Shareholders should be aware that odd lots usually trade at a discount to the price of board lots.

### GENERAL

Shareholders who are trustees are recommended to seek professional advice as to whether their election to receive the New Shares is within their powers and as to its effect having regard to the terms of the relevant trust instrument.

Whether or not it is to your advantage to receive cash or New Shares, in whole or in part, depends upon your own individual circumstances, and the decision in this regard and all effects resulting from that decision are your responsibility. If you are in any doubt as to what to do, you are recommended to consult your own professional advisers.

Yours faithfully,  
By Order of the Board of  
**CENTRAL CHINA MANAGEMENT COMPANY LIMITED**  
**Wu Po Sum**  
*Chairman*