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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 form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



CENTRAL CHINA MANAGEMENT COMPANY LIMITED
中原建業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9982)

- (1) PROPOSED GRANT OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE SHARES;**
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A letter from the board of directors of CENTRAL CHINA MANAGEMENT COMPANY LIMITED is set out on pages 3 to 8 of this circular.

A notice convening the annual general meeting of CENTRAL CHINA MANAGEMENT COMPANY LIMITED for the year ended 31 December 2023 to be held at 03:00 p.m. on Friday, 28 June 2024 at Units 1602–1605, 16/F, Tower 2, The Gateway, Harbour City, 25 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong is set out on pages 23 to 29 of this circular.

A form of proxy for use at the annual general meeting is enclosed with this circular and is also published on the websites of CENTRAL CHINA MANAGEMENT COMPANY LIMITED and The Stock Exchange of Hong Kong Limited. Whether or not you are able to attend the annual general meeting, please complete the form of proxy in accordance with the instructions printed thereon and return the same to CENTRAL CHINA MANAGEMENT COMPANY LIMITED's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the annual general meeting or any adjournment or postponement thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting or any adjournment or postponement thereof should you so wish.

5 June 2024

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 03:00 p.m. on Friday, 28 June 2024 at Units 1602–1605, 16/F, Tower 2, The Gateway, Harbour City, 25 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong, or any adjournment or postponement thereof to consider and, if thought fit, approve, among other things, the re-election of Directors and the granting of the Issue Mandate (and the extension thereof) the Repurchase Mandate
“AGM Notice”	the notice of the AGM which is set out on pages 23 to 29 of this circular
“Articles of Association”	the existing, amended and restated articles of association of the Company, as may be amended, supplemented and modified from time to time
“Board”	the board of Directors
“Company”	CENTRAL CHINA MANAGEMENT COMPANY LIMITED (中原建業有限公司), an exempted company incorporated on 22 October 2020 under the laws of the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
“Companies Act”	the Companies Act, Chapter 22 (Act 3 of 1961 as consolidated and revised) of the Cayman Islands
“Director(s)”	the director(s) of the Company
“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
“Issue Mandate”	a general mandate proposed to be granted to the Directors to allot, issue and otherwise deal with additional Shares with a nominal amount not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM, as described in the ordinary resolution no. 4(A) in the AGM Notice

DEFINITIONS

“Joy Bright”	Joy Bright Investments Limited (恩輝投資有限公司), a limited liability company incorporated in the British Virgin Islands and wholly-owned by Mr. Wu Po Sum, and one of the Company’s controlling shareholder
“Latest Practicable Date”	31 May 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to empower the Directors to exercise the powers of the Company to repurchase the Shares with a nominal amount not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM, as described in the ordinary resolution no. 4(B) in the AGM Notice
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Shares(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers, as amended, supplemented or otherwise modified from time to time
“%”	per cent

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. Liu Dianchen

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business
in Hong Kong:*

Units 1602-1605,

16/F, Tower 2,

The Gateway, Harbour City

Tsim Sha Tsui, Kowloon

Hong Kong

5 June 2024

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED GRANT OF GENERAL MANDATES TO
REPURCHASE SHARES AND ISSUE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS;
(3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF ANNUAL GENERAL MEETING**

LETTER FROM THE BOARD

INTRODUCTION

The purpose of this circular is to provide you with information reasonably necessary to enable the Shareholders to consider, and if thought fit, approve, among other things, the following resolutions to be proposed at the AGM:

- (a) the granting of the Repurchase Mandate to the Directors for repurchase of the Shares of the Company;
- (b) the granting of the Issue Mandate (and the extension thereof) to the Directors to allot, issue and otherwise deal with additional Shares;
- (c) the re-election of the retiring Directors; and
- (d) the amendments to the Articles of Association.

REPURCHASE MANDATE

Pursuant to the resolutions passed by the then Shareholders at the Company's annual general meeting held on 31 May 2023, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase the Shares. Such mandate will lapse at the conclusion of the AGM. Therefore, an ordinary resolution will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase the Shares not exceeding 10% of the issued share capital of the Company as at the date of passing of such resolution at the AGM. Details of the Repurchase Mandate are set out in the ordinary resolution no. 4(B) in the AGM Notice.

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,865,617,028 Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate at the AGM, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 386,561,702 Shares.

An explanatory statement, as required under the Listing Rules to provide the requisite information in connection with the Repurchase Mandate, is set out in Appendix I to this circular. The Repurchase Mandate will continue in force until the earlier 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 to be convened under the Articles of Association or any applicable law(s); or (iii) the date on which the authority given under the ordinary resolution approving the Repurchase Mandate is revoked or varied by an ordinary resolution of the Shareholders.

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ISSUE MANDATE

Pursuant to the resolutions passed by the then Shareholders at the Company's annual general meeting held on 31 May 2023, a general mandate was granted to the Directors to exercise the powers of the Company to repurchase the Shares. Such mandate will lapse at the conclusion of the AGM. Therefore, two ordinary resolutions will be proposed at the AGM for the Shareholders to consider and, if thought fit, grant the Issue Mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the issued share capital of the Company as at the date of passing of such resolution at the AGM, and an extension of the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate. Details of the Issue Mandate and its extension are set out in the ordinary resolution nos. 4(A) and 4(C), respectively, in the AGM Notice.

As at the Latest Practicable Date, the issued share capital of the Company comprised 3,865,617,028 Shares. Assuming that there is no change in the issued share capital of the Company during the period between the Latest Practicable Date and the date of passing of the resolution approving the Issue Mandate at the AGM, the maximum number of Shares which may be issued pursuant to the Issue Mandate as at the date of passing of the resolution approving the Issue Mandate will be 773,123,405 Shares.

The Issue Mandate and its extension will continue in force until the earlier 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 to be convened under the Articles of Association or any applicable law(s); or (iii) the date on which the authority given under the ordinary resolution approving the Issue Mandate and its extension is revoked or varied by an ordinary resolution of the Shareholders.

RE-ELECTION OF DIRECTORS

Pursuant to Article 83(3) of the Articles of Association, any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Pursuant to Article 84 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 a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. A retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires. The Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election. Any further Directors so to retire shall be those of the other Directors subject to retirement by rotation who have been longest in office since their last re-election or appointment. In accordance with Articles 84(1)

LETTER FROM THE BOARD

and 84(2) of the Articles of Association, Mr. Hu Bing, Ms. Wu Wallis (alias Li Hua) and Mr. Zhu Baoguo will retire from their offices at the AGM, and being eligible, offer themselves for re-election.

In accordance with Articles 83(3) of the Articles of Association, Mr. Liu Dianchen who was appointed by the Board on 31 May 2024, shall retire from office and have offered himself for re-election at the AGM.

Being the independent non-executive Director eligible for re-election at the AGM, the Board has also considered the independence of Mr. Zhu Baoguo and Mr. Liu Dianchen pursuant to Rule 3.13 of the Listing Rules, and was satisfied with the independence of Mr. Zhu Baoguo and Mr. Liu Dianchen, and considers that they remain independent and have the character, integrity, independence and experience required to fulfil and discharge the role and duties of an independent non-executive Director. Nothing has come to the attention of the Board which may adversely affect the independence of Mr. Zhu Baoguo and Mr. Liu Dianchen.

The Nomination Committee has also reviewed and considered each retiring Director's respective experience, skills and knowledge, and recommended to the Board that the re-election of all retiring Directors be proposed for Shareholders' approval at the AGM.

Particulars of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The Articles of Association were adopted on 31 May 2023. The Board proposes to amend the Articles of Association in order to, among other things, (i) reflect and align with the latest regulatory requirement in relation to the expanded paperless listing regime and the electronic dissemination of corporate communications by listed issuers and the relevant amendments made to the Listing Rules which took effect from 31 December 2023; and (ii) align with other relevant requirements of the Listing Rules and company law of the Cayman Islands and incorporate certain corresponding and housekeeping amendments (collectively, the "**Proposed Amendments**").

Details of the Proposed Amendments are set out in Appendix III to this circular. The Chinese translation of the Proposed Amendments set out in the Chinese version of this circular is for reference only. In case there is any discrepancy or inconsistency between the English and Chinese versions, the English version shall prevail. A special resolution will be proposed at the AGM to approve and adopt the Proposed Amendments.

Save for the Proposed Amendments, no other amendments are to be made to the Articles of Association.

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The legal advisers of the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the applicable requirements of the Listing Rules, and the legal advisers of the Company as to Cayman Islands laws have confirmed that the Proposed Amendments do not violate the applicable laws of Cayman Islands. The Company also confirms that there is nothing unusual about the Proposed Amendments.

AGM

The AGM Notice is set out on pages 23 to 29 of this circular.

A form of proxy for use at the AGM is enclosed with this circular and is also published on the websites of the Company and the Stock Exchange. Whether or not you intend to attend the AGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the AGM or any adjournment or postponement thereof.

Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment or postponement thereof should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM as at the Latest Practicable Date.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders.

The register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive), during which period no transfer of Shares in the Company can be registered. In order to qualify for attending the AGM, all properly completed share transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 24 June 2024, for registration.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for the grant of the Repurchase Mandate and the Issue Mandate (and the extension thereof) and the re-election of the retiring Directors, and the proposed special resolution for the Proposed Amendments are all in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend all Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM.

Yours faithfully,

By order of the Board

CENTRAL CHINA MANAGEMENT COMPANY LIMITED

Wu Po Sum

Chairman

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This Appendix I serves as an explanatory statement, as required by Rule 10.06(1)(b) of the Listing Rules, to provide the requisite information to you to enable you to make an informed decision as to whether to vote for or against the ordinary resolution to be proposed at the AGM in relation to the proposed granting of the Repurchase Mandate.

PROVISIONS OF THE LISTING RULES

The Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their securities on the Stock Exchange subject to certain restrictions, the most important of which are summarised below.

EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, the issued share capital of the Company was HK\$ 38,656,170.28 comprising 3,865,617,028 Shares. Subject to the passing of the resolution approving the granting of the proposed Repurchase Mandate at the AGM and on the basis that no further Shares are issued and/or repurchased between the Latest Practicable Date and the date of passing of the resolution approving the Repurchase Mandate, exercise in full of the Repurchase Mandate could result in up to 386,561,702 Shares, representing 10% of the issued ordinary share capital of the Company as at the date of passing of such resolution, being repurchased by the Company during the period from the date of passing the resolution granting the Repurchase Mandate until the earlier of (i) the conclusion of the next annual general meeting of the Company unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable Cayman Islands law or the Articles of Association; or (iii) the date on which the authority given under the ordinary resolution approving the Repurchase Mandate is revoked, varied or renewed by an ordinary resolution of the Shareholders.

REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders to seek the Repurchase Mandate from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. 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. The timing of such repurchases, the number of Shares to be repurchased, the repurchase price and other terms upon which the Shares are repurchased will be decided by the Directors at the relevant time having regard to the prevailing circumstances.

FUNDING OF REPURCHASES

Repurchases of Shares will be financed out of funds legally available for such purpose and in accordance with the Articles of Association, the applicable laws of the Cayman Islands and the Listing Rules. The Company may not repurchase the Shares 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. Subject to the foregoing, the Company may make repurchases with funds which would otherwise be available for dividend or distribution or out of an issue of new Shares for the purpose of the repurchase or, subject to compliance with the Companies Act (As Revised) of the Cayman Islands, out of capital.

The Directors have no present intention to repurchase any Shares and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors consider that if the Repurchase Mandate were to be exercised in full at the current prevailing market value, it might have a material adverse impact on the working capital and the gearing levels of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2022, being the date to which the latest published audited consolidated financial statements of the Company were made up. However, the Directors do not propose to exercise the Repurchase Mandate to repurchase Shares to such an extent as would, in the circumstances, result in a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

UNDERTAKING

The Directors will exercise the Repurchase Mandate in accordance with the Listing Rules, the memorandum of association of the Company, the Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates currently intends to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected person (as defined in the Listing Rules) has notified the Company that he or she or it has a present intention to sell his or her or its Shares to the Company, nor has he or she or it undertaken not to do so, in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has confirmed that neither this explanatory statement nor the proposed Repurchase Mandate has any unusual features.

EFFECTS OF THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the interest of the Shareholder(s), could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the Company had 3,865,617,028 Shares in issue. According to the register kept by the Company pursuant to Section 336 of the SFO, Mr. Wu Po Sum was interested in 1,841,455,862 Shares held via Joy Bright, representing approximately 47.64% of the issued share capital of the Company.

On the assumption that the issued share capital of the Company remains the same, in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of Mr. Wu Po Sum in the Company would be increased from approximately 47.64% to approximately 52.93% of the issued share capital of the Company. As such, an obligation to make a mandatory offer to the Shareholders under the Takeovers Code may potentially arise. The Directors have no present intention to exercise the Repurchase Mandate to such extent which would otherwise result in takeover obligations or the number of Shares being held by the public falling below the minimum requirement as prescribed by the Stock Exchange, which is currently 25% of the entire issued share capital of the Company.

SHARE REPURCHASE MADE BY THE COMPANY

The Company did not repurchase any of its Shares during the six months immediately preceding the Latest Practicable Date.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE
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SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding and up to and including the Latest Practicable Date were as follows:

Month Date	Share Prices (per Share)	
	<i>Highest (HK\$)</i>	<i>Lowest (HK\$)</i>
2023		
April	0.590	0.475
May	0.520	0.320
June	0.420	0.290
July	0.410	0.340
August	0.410	0.300
September	0.420	0.345
October	0.365	0.335
November	0.360	0.315
December	0.340	0.275
2024		
January	0.305	0.265
February	0.295	0.232
March	0.305	0.090
April	N/A*	N/A*
May (up to the Latest Practicable Date)	N/A*	N/A*

Note: The trading of Shares was suspended.*

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

The following sets out the details of the Directors who will retire and, being eligible, offer themselves for re-election at the AGM pursuant to the Articles of Association:

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors has any interests in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors holds any directorships in other listed public companies in Hong Kong or overseas in the last three years.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors holds any other positions with the Group.

Save as disclosed herein and as at the Latest Practicable Date, none of the following Directors has any relationship with any other Directors, senior management, Substantial Shareholders or Controlling Shareholders.

Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and there is no information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

BIOGRAPHICAL INFORMATION

Mr. Hu Bing (胡冰先生) (“**Mr. Hu**”), aged 47, is an executive Director of the Company. He was appointed as an executive Director of the Group on November 6, 2020. Mr. Hu is mainly responsible for overall daily operation and management of the Group as well as its strategic development. Mr. Hu is also a director of various subsidiaries of the Group, namely Henan Zhongyuan Central China City Development Co., Ltd.* (河南中原建業城市發展有限公司) (“**Zhongyuan Jianye**”), Henan Start Ahead and Zhongyuan Central China (Hainan) Management Services Co., Ltd.* (中原建業(海南)管理服務有限公司).

Mr. Hu joined the Central China Real Estate Limited (建業地產股份有限公司*) (stock code: 832) (the “**CCRE**”) and its subsidiaries (the “**CCRE Group**”) in January 2004 and had held various positions in the CCRE Group. These positions include assistant to general manager, deputy general manager and general manager of the financial center, deputy director and director of the financial management center as well as the general manager of the budget planning department, the executive vice president as well as general manager of the financial management center, vice president, chief financial officer and chief operating officer. Through these senior management positions, he has overseen the Group’s project management business and its financial affairs since its launch, and has participated in the Group’s key management and decision making. In July 2020, he was formally appointed as a director of Zhongyuan Jianye. Since November 2020, he formally resigned from all positions within the CCRE Group in order to continue to focus on the Group’s business.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Hu is a Certified Public Valuer in the PRC, where he obtained his license issued by the Ministry of Finance of the PRC in September 2001. He obtained his bachelor's degree in state-owned assets management and evaluation from School of Business Administration of Zhongnan University of Economics (中南財經大學工商管理學院) (currently known as Zhongnan University of Economics and Law) (中南財經政法大學) in the PRC in July 1997, and his master's degree in business administration from Guanghua School of Management of Peking University (北京大學光華管理學院) in the PRC in June 2004.

As at the Latest Practicable Date, Mr. Hu was interested in 11,220,000 Shares (representing approximately 0.34% of the issued Shares) within the meaning of Part XV of the SFO.

Mr. Hu has entered into a service contract with the Company for a period of three years commencing from the Listing Date (subject to termination in certain circumstances as stipulated in the relevant service agreement). Mr. Hu is entitled to an annual remuneration of RMB2.2 million. The total unaudited emoluments paid to Mr. Hu for the year from 1 January 2023 to 31 December 2023 was approximately RMB2.1 million (excluding share-based payments, which will be disclosed in the annual report for the year ended 31 December 2023 to be published in due course). His remuneration package was determined by the Board as recommended by the remuneration committee of the Company with reference to his experience and qualification. He is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Articles of Association.

Ms. Wu Wallis (李樺女士) (alias: Li Hua) (“Ms. Wu”), aged 42, is a non-executive Director of the Company. She was appointed as a non-executive Director of the Group on November 6, 2020. Ms. Wu is mainly responsible for supervising and reviewing the overall business development and strategic planning of the Group. Ms. Wu is the daughter of Mr. Wu Po Sum (the Chairman, a non-executive Director and controlling shareholder).

Ms. Wu has been a non-executive director of CCRE and a director of various subsidiaries of the CCRE Group since November 2007. Ms. Wu has also been a non-executive director of DIT Group Limited (築友智造科技集團有限公司) (a company listed on the Stock Exchange, stock code: 726) since September 2019.

Ms. Wu obtained her bachelor's degree in architecture from The University of New South Wales in Australia in September 2006, and her master's degree in applied finance from Macquarie University in Australia in August 2007.

As at the Latest Practicable Date, Ms. Wu was deemed to be interested in 10,200,000 Shares (representing approximately 0.31% of the issued Shares), as well as 14,744,000 shares (representing approximately 0.49% of the issued shares) of CCRE (an associated corporation of the Company), within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Ms. Wu entered into a letter of appointment with the Company as a non-executive Director, for a term of three years. Ms. Wu is entitled to a remuneration of HK\$260,000 per annum. The total unaudited emoluments paid to Ms. Wu for the year from 1 January 2023 to 31 December 2023 was approximately HK\$260,000 (excluding share-based payments, which will be disclosed in the annual report for the year ended 31 December 2023 to be published in due course). The terms of remuneration of Ms. Wu have been reviewed and recommended by Remuneration Committee of the Company with reference to the prevailing market rate and her proposed duties and responsibilities in the Company, and the terms were approved by the Board. Ms. Wu is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Articles of Association.

Mr. Zhu Baoguo (朱保國先生) (“**Mr. Zhu**”), aged 61, was appointed as an independent non-executive Director of the Group on May 12, 2021. Mr. Zhu is the chairman of the remuneration committee and a member of both the audit committee and the nomination committee of the Company. Mr. Zhu is primarily responsible for providing independent judgment on the Group’s strategies, policy, performance, accountability, resources, key appointments and standard of conduct.

Mr. Zhu founded Joicare Pharmaceutical Group Industry Co., Ltd. (健康元藥業集團股份有限公司) (previously known as Shenzhen Aimier Food Co., Ltd.* (深圳愛迷爾食品有限公司)) (a company listed on the Shanghai Stock Exchange, stock code: 600380) in 1992, and has been serving as its chairman ever since. Mr. Zhu has also served as the chairman and a non-executive director of Livzon Pharmaceutical Group Inc.* (麗珠醫藥集團股份有限公司) (a company dually listed on the Stock Exchange and the Shenzhen Stock Exchange, stock codes: 1513 and 000513, respectively) since 2002.

Mr. Zhu was appointed as a member of the Shenzhen Committee of the third, fourth and fifth Chinese People’s Political Consultative Conference (CPPCC) in May 2000, May 2005 and May 2010, respectively. Since August 2000, Mr. Zhu has served various roles, including the vice president of the Shenzhen General Chamber of Commerce (深圳市總商會), the vice chairman and honorable vice president of the Shenzhen Federation of Industry and Commerce (深圳市工商業聯合會), the executive vice president of the Shenzhen General Chamber of Commerce (深圳市商業聯合會) as well as the director of Shenzhen Business Elites Union (深圳市深商聯合會).

Mr. Zhu obtained his bachelor’s degree in chemistry from Henan Normal University (河南師範大學) in the PRC in July 1985.

Mr. Zhu entered into a letter of appointment with the Company as an Independent non-executive Director, for a term of three years. Mr. Zhu is entitled to a remuneration of HK\$240,000 per annum. The total unaudited emoluments paid to Mr. Zhu for the year from 1 January 2023 to 31 December 2023 was approximately HK\$240,000. The terms of remuneration of Mr. Zhu have been reviewed and recommended by Remuneration Committee of the Company with reference to the prevailing market rate and his proposed duties and

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

responsibilities in the Company, and the terms were approved by the Board. Mr. Zhu is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Articles of Association.

Mr. Liu Dianchen (劉殿臣先生) (“**Mr. Liu**”), aged 60, was appointed as an independent non-executive Director of the Group on 31 May, 2024. Mr. Liu is the chairman of the audit committee of the Company. Mr Liu is primarily responsible for providing independent judgment on the Group’s strategies, policy, performance, accountability, resources, key appointments and standard of conduct.

Mr. Liu possesses close to 40 years of experience in audit, accounting, taxation, financial advisory, financial management and investment in various organisations. Mr. Liu was graduated from Zhengzhou Coal Technical School majoring in accounting in 1983. Mr. Liu graduated from Tianjin University in 2000 with a postgraduate degree in management science and engineering. Since November 2015, Mr. Liu has been a certified public accountant in the PRC. Since June 2010, he has been a certified tax accountant in the PRC and since March 2011, he has been recognized as a full senior accountant. From July 1983 to April 2006, Mr. Liu successively served as a Deputy Section Chief, Section Chief and Division Director of the Financial Assets Department of Zhengzhou Coal Industry (Group) Co., Ltd.* (鄭州煤炭工業(集團)有限責任公司). From April 2006 to September 2016, Mr. Liu was the Deputy General Manager of Zhengzhou Coal and Power Co., Ltd* (鄭州煤電股份有限公司). From September 2016 to October 2017, Mr. Liu was the director of the investment and financing department of Henan Construction Group* (河南省建設集團). From October 2017 to December 2021, he successively served as the executive director and general manager of Henan Investment Group Company Limited* (河南建設投資集團有限公司). Since May 2020, he has served as an independent director of Zhengzhou Sino-crystal Diamond Co., Ltd.* (鄭州華晶金剛石股份有限公司), which was listed on the Shenzhen Stock Exchange and delisted in June 2022 (stock code: 300064). Since May 2021, he has served as an independent director of Shangqiu Dingfeng Mu Ye Co., Ltd.* (商丘市鼎豐木業股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 873459). Since August 2021, he has served as an independent director of Anyang Ruiheng CNC Machine Tool Co., Ltd.* (安陽睿恆數控機床股份有限公司), a company listed on the National Equities Exchange and Quotations (stock code: 837341); Since December 2022, he has served as an independent director of Zhuoli Imaging Technology Co., Ltd.* (焦作卓立膜材料股份有限公司). Since December 2023, he has served as an independent director of Henan Xinlianxin Shenleng Energy Co., Ltd* (河南心連心深冷能源股份有限公司). From December 2021 to March 2024, he served as the general manager of Zhengzhou Hongfeng Accounting Consulting Services Co., Ltd.* (鄭州宏豐會計諮詢服務有限公司). Since March 2024, he has served as the Deputy Managing Partner of the Henan branch of Crowe China Certified Public Accountants* (北京國富會計師事務所).

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Liu has confirmed that (i) he meets the independence criteria as set out in Rule 3.13(1) to Rule 3.13(8) of the Listing Rules; (ii) he does not have any past or present financial or other interest in the business of the Group, or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors which may affect his independence at the time of appointment as an independent non-executive Director. The Board considers that Mr. Liu meets the requirements of independence as set out in Rule 3.13 of the Listing Rules. Mr. Liu has obtained legal advice referred to under Rule 3.09D of the Listing Rules and understood his obligations as a director of a listed issuer and the possible consequences of making a false declaration or giving false information to the Stock Exchange.

Mr. Liu entered into a letter of appointment with the Company as an Independent nonexecutive Director, for a term of three years. Mr. Liu is entitled to a remuneration of HKD240,000 per annum. The terms of remuneration of Mr. Liu have been reviewed and recommended by Remuneration Committee of the Company with reference to the prevailing market rate and his proposed duties and responsibilities in the Company, and the terms were approved by the Board. Mr. Liu is subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Articles of Association.

NOMINATION POLICY AND PROCESS FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Nomination Committee and the Board have followed the nomination policy and board diversity policy for the re-appointment of Mr. Zhu and the appointment of Mr. Liu on 31 May 2024 as independent non- executive Directors. In reviewing the structure of the Board, the Nomination Committee and the Board will consider the Board diversity from a number of aspects, including but not limited to gender, age, cultural and educational background, professional and qualifications, skills, knowledge, length of service and industry and regional experience. All Board appointments will be based on meritocracy, and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board's composition.

With reference to the past contributions made by Mr. Zhu to the Company during his tenure and his qualifications and previous management positions in other listed company, the Board is of the view that Mr. Zhu can bring solid management skill and valuable business insights to the Board and contribute to the Board's diversity.

With reference to the qualifications of Mr. Liu and his deep experience in accounting and finance, the Board is of the view that Mr. Liu can provide valuable advice and business insights to the Board and make contributions to the Board's diversity.

APPENDIX II DETAILS OF THE DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Zhu and Mr. Liu, being the independent non-executive Directors of the Company eligible for re-election at the AGM, have made an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules. After considering all the factors for assessing independence as set out in Rule 3.13 of the Listing Rules and the annual confirmation of independence of Mr. Zhu and Mr. Liu, the Company is of the view that Mr. Zhu and Mr. Liu meet the independence guidelines set out in Rule 3.13 of the Listing Rules and is independent in accordance with the terms of the guidelines.

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

The following are the details of the Proposed Amendments. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Articles of Association. If the serial numbering of the clauses of the Articles of Association is changed due to the addition, deletion or re-arrangement of certain clauses made in these Proposed Amendments, the serial numbering of the clauses of the Articles of Association as so amended shall be changed accordingly, including cross-references.

Note: The Proposed Amendments are prepared in English with no official Chinese version. Chinese translation is for reference only. In the event of any inconsistency, the English version shall prevail.

Proposed Amendments	Provisions of the Articles of Association after incorporating the Proposed Amendments and fully replacing the relevant existing Articles
<p>Article 85 No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that such Notices must be lodged with the Company at least fourteen (14) days prior to the date of the general meeting of election but no earlier than the day after despatch of the Notice of the general meeting appointed for such election the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.</p>	<p>Article 85 No person other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless a Notice signed by a Member (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such person for election and also a Notice signed by the person to be proposed of his willingness to be elected shall have been lodged at the head office or at the Registration Office provided that the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Proposed Amendments	Provisions of the Articles of Association after incorporating the Proposed Amendments and fully replacing the relevant existing Articles
<p>Article 151 The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report — 59 — complying with Article 150, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication); and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents.</p>	<p>Article 151 The requirement to send to a person referred to in Article 149 the documents referred to in that article or a summary financial report in accordance with Article 150 shall be deemed satisfied where, in accordance with all applicable Statutes, rules and regulations, including, without limitation, the Listing Rules, the Company publishes copies of the documents referred to in Article 149 and, if applicable, a summary financial report — 59 — complying with Article 150, on the Company’s computer network or in any other permitted manner (including by sending any form of electronic communication).</p>
<p>Article 158(1) Any Notice or document (including any “corporate communication” <u>and “actionable corporate communication”</u> within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, <u>subject to compliance with the Listing Rules,</u> any such Notice and document may be given or issued by the following means:</p>	<p>Article 158(1) Any Notice or document (including any “corporate communication” and “actionable corporate communication” within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules, any such Notice and document may be given or issued by the following means:</p>
<p>Article 158(1)(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5); subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person;</p>	<p>Article 158(1)(e) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide under Article 158(5);</p>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Proposed Amendments	Provisions of the Articles of Association after incorporating the Proposed Amendments and fully replacing the relevant existing Articles
<p>Article 158(1)(f) by publishing it on the Company’s website or the website of the Designated Stock Exchange to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website or the website of the Designated Stock Exchange (as the case may be) (a “notice of availability”); or</p>	<p>Article 158(1)(f) by publishing it on the Company’s website or the website of the Designated Stock Exchange; or</p>
<p>Article 158(2) The notice of availability may be given by any of the means set out above other than by posting it on a website. <i>[Intentionally Deleted]</i></p>	<p>Article 158(2) <i>[Intentionally Deleted]</i></p>
<p>Article 158(4) Every person who, by operation of law, transfer, transmission, or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which, previously to his name and address (including electronic address) being entered in the Register as the registered holder of such share, shall have been duly given to the person from whom he derives title to such share. <i>[Intentionally Deleted]</i></p>	<p>Article 158(4) <i>[Intentionally Deleted]</i></p>
<p>Article 158(5) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.</p>	<p>Article 158(5) Every Member or a person who is entitled to receive notice from the Company under the provisions of the Statutes or these Articles may register with the Company an electronic address to which Notices can be served upon him.</p>
<p>Article 158(6) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles, 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.</p>	<p>Article 158(6) Subject to any applicable laws, rules and regulations and the terms of these Articles, any notice, document or publication, including but not limited to the documents referred to in Articles, 149, 150 and 158 may be given in the English language only or in both the English language and the Chinese language or, with the consent of or election by any member, in the Chinese language only to such Member.</p>

APPENDIX III PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Proposed Amendments	Provisions of the Articles of Association after incorporating the Proposed Amendments and fully replacing the relevant existing Articles
<p>Article 159(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member; A Notice documents or publication placed on either the Company’s website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules.</p>	<p>Article 159(b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice documents or publication placed on either the Company’s website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules.</p>
<p>Article 159(c) if published on the Company’s website, shall be deemed to have been served on the day on which the notice, document or publication first so appears on the Company’s website to which the relevant person may have access or the day on which the notice of availability is deemed to have been served or delivered to such person under these Articles, whichever is later; [Intentionally Deleted]</p>	<p>Article 159(c) <i>[Intentionally Deleted]</i></p>
<p>Article 160(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>	<p>Article 160(2) A Notice may be given by the Company to the person entitled to a share in consequence of the death, mental disorder or bankruptcy of a Member by sending it through the post in a prepaid letter, envelope or wrapper addressed to him by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the address, if any, supplied for the purpose by the person claiming to be so entitled, or (until such an address has been so supplied) by giving the Notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.</p>

NOTICE OF ANNUAL GENERAL MEETING



CENTRAL CHINA MANAGEMENT COMPANY LIMITED

中原建業有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9982)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of the shareholders of CENTRAL CHINA MANAGEMENT COMPANY LIMITED (the “**Company**”) will be held at 3:00 p.m. on Friday, 28 June 2024 at Units 1602–1605, 16/F, Tower 2, The Gateway, Harbour City, 25 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong for the following purposes:

1. To consider and approve the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**” and each a “**Director**”) and the independent auditors for the financial year ended 31 December 2023 (please see note 10 to this notice).
2.
 - (A) To re-elect Mr. Hu Bing as an executive Director.
 - (B) To re-elect Ms. Wu Wallis (alias Li Hua) as a non-executive Director.
 - (C) To re-elect Mr. Zhu Baoguo as an Independent non-executive Director.
 - (D) To re-elect Mr. Liu Dianchen as an Independent non-executive Director.
 - (E) To authorise the board (the “**Board**”) of Directors to fix the remuneration of the respective Directors.
3. To re-appoint SHINEWING (HK) CPA Limited as the Company’s auditor and authorise the Board to fix their remuneration for the year ending 31 December 2024 (please see note 10 to this notice).
4. As special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:
 - (A) “**THAT:**
 - (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the

NOTICE OF ANNUAL GENERAL MEETING

Company and to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (as amended from time to time) (the “**Listing Rules**”), be and is hereby generally and unconditionally approved;

- (ii) the approval in paragraph (i) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options (including bonds, warrants and debentures convertible into shares of the Company) and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (iii) the aggregate nominal amount of share capital allotted or 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 granted in paragraph (i) above, otherwise than pursuant to (a) a Rights Issue (as hereinafter defined), or (b) the exercise of options under any share option scheme or similar arrangement adopted by the Company for the grant or issue to the employees and Directors of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for or rights to acquire Shares, or (c) an issue of Shares upon the exercise of the subscription rights attaching to any warrants which may be issued by the Company, or (d) an issue of Shares as scrip dividend or similar arrangement in accordance with the memorandum and articles of association of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iv) 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:

- (a) the conclusion of the next annual general meeting of the Company unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable Cayman Islands laws to the Articles of Association; or

NOTICE OF ANNUAL GENERAL MEETING

- (c) the date on which the authority sets out in this resolution is revoked, varied or renewed by an ordinary resolution of the Company in general meeting.

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to Shareholders on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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 legal restrictions under the laws of any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange, in any territory outside Hong Kong, applicable to the Company).”

(B) **“THAT:**

- (i) subject to paragraph (ii) below, the exercise by the Directors during the Relevant Period of all powers of the Company to purchase or otherwise acquire shares in the capital of the Company on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Stock Exchange and the Hong Kong Securities and Futures Commission (the “SFC”) for this purpose, subject to and in accordance with all applicable rules and regulations of the SFC, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (ii) the aggregate nominal amount of shares of the Company which are authorised to be purchased pursuant to the approval in paragraph (i) above shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (iii) 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:
- (a) the conclusion of the next annual general meeting of the Company unless by an ordinary resolution passed at that meeting, the authority is renewed, either unconditionally or subject to conditions;
- (b) the expiration of the period within which the next annual general meeting of the Company is required to be held under any applicable Cayman Islands laws or the Articles of Association; or

NOTICE OF ANNUAL GENERAL MEETING

- (c) the date on which the authority sets out in this resolution is revoked, varied or renewed by an ordinary resolution of the Company in general meeting.”

(C) **“THAT:**

conditional upon the passing of the resolutions set out in paragraphs 4(A) and 4(B) of the notice convening this meeting, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with shares of the Company pursuant to the resolution set out in paragraph 4(A) of the notice convening this meeting be and is hereby extended by the addition thereto an amount of shares representing the aggregate nominal amount of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the directors of the Company under the resolution set out in paragraph 4(B) above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

5. As special business, to consider and, if thought fit, to pass the following resolution as a special resolution:

“THAT“

- (a) the existing second amended and restated articles of association of the Company (the “**Articles**”, each an “**Article**”) be amended in the following manner (the “**Proposed Amendments**”) with immediate effect:
 - (i) Article 85 be amended by replacing the words “such Notices must be lodged with the Company at least fourteen (14) days prior to the date of the general meeting of election but no earlier than the day after despatch of the Notice of the general meeting appointed for such election” with “the minimum length of the period, during which such Notice(s) are given, shall be at least seven (7) days and that (if the Notices are submitted after the despatch of the notice of the general meeting appointed for such election) the period for lodgment of such Notice(s) shall commence on the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting”.
 - (ii) Article 151 be amended by deleting the words “, and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company’s obligation to send to him a copy of such documents” at the end of the Article;

NOTICE OF ANNUAL GENERAL MEETING

(iii) Article 158 be amended by:

- a. inserting the words “and “actionable corporate communication”” immediately after the words ““corporate communication”” in the parentheses in Article 158(1);
- b. inserting the words “, subject to compliance with the Listing Rules,” immediately before the words “any such Notice and document may be given or issued by the following means” in Article 158(1);
- c. deleting the words “, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person” in Article 158(1)(e);
- d. deleting the words “to which the relevant person may have access, subject to the Company complying with the Statutes and any other applicable laws, rules and regulations from time to time in force with regard to any requirements for the obtaining of consent (or deemed consent) from such person and/or for giving notification to any such person stating that the notice, document or publication is available on the Company’s computer network website or the website of the Designated Stock Exchange (as the case may be) (a “notice of availability”)” immediately after the words “by publishing it on the Company’s website or the website of the Designated Stock Exchange in Article 158(1)(f);;
- e. deleting Article 158(2) in its entirety and replaced by the words “[*Intentionally Deleted*]”;
- f. deleting Article 158(4) in its entirety and replaced by the words “[*Intentionally Deleted*]”;
- g. replacing the word “notices” in line three of Article 158(5) by the word “Notices”; and
- h. replacing the word “member” in the last line of Article 158(6) by the word “Member”.

(iii) Article 159 be amended by:

- a. deleting the last sentence in Article 159(b) in its entirety and replacing it by the words “A Notice documents or publication placed on either the Company’s website or the website of the Designated Stock Exchange, is deemed given or served by the Company on the

NOTICE OF ANNUAL GENERAL MEETING

day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules.”;

b. deleting Article 159(C) in its entirety and replaced by the words “[*Intentionally Deleted*]”;

(iv) Replacing the word “notice” in the second last line of Article 160(2) by the word “Notice”.

(b) any director, secretary or registered office provider of the Company be and is hereby authorised to do all acts and things and execute all such documents, deeds and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and to make relevant registrations and filings in accordance with the relevant requirements of the applicable laws, rules and regulations in the Cayman Islands and Hong Kong.”

By order of the Board
CENTRAL CHINA MANAGEMENT COMPANY LIMITED
WU PO SUM
Chairman

Hong Kong, 5 June 2024

Notes:

1. At the Meeting, the Chairman of the Meeting will put each of the above resolutions to be voted by way of a poll pursuant to Article 66 of the Articles of Association.
2. The register of members of the Company will be closed from Tuesday, 25 June 2024 to Friday, 28 June 2024 (both days inclusive), during which period no transfer of shares in the Company can be registered. In order to qualify for attending the Meeting, all properly completed share transfer forms, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Monday, 24 June 2024, for registration.
3. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his or her behalf. Any shareholder of the Company holding two or more shares entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited with the Company’s Hong Kong branch share registrar, 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 fixed for holding the Meeting or any adjourned or postponed meeting.
4. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting at the Meeting or any adjournment or postponement thereof if he/she so desires and, in such event, the form of proxy shall be deemed to have been revoked.

NOTICE OF ANNUAL GENERAL MEETING

5. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting (or at any adjournment or postponement thereof), either personally or by proxy, in respect of such Share(s) as if he or she were solely entitled thereto; but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall, to the exclusion of other joint holders, be entitled to vote in respect thereof.
6. In relation to proposed resolutions numbered 2(A) to (E) above, Mr. Hu Bing, Ms. Wu Wallis (alias Li Hua), Mr. Zhu Baoguo and Mr. Liu Dianchen will retire from their offices as Directors at the Meeting and, being eligible, they will offer themselves for re-election. Particulars of the retiring Directors to be offered for re-election are set out in Appendix II to the circular.
7. In relation to proposed resolutions numbered 4(A) and 4(C) above, approval is being sought from the shareholders for the granting to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Board has no immediate plans to issue any new shares which may fall to be issued any scrip dividend scheme which may be approved by shareholders.
8. In relation to proposed resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision to vote on the proposed resolution as required by the Listing Rules are set out in Appendix I to the circular.
9. If Typhoon Signal No. 8 or above is expected to be hoisted or a Black Rainstorm Warning Signal is expected to be in force any time after 6:00 a.m. on the date of the Meeting, then the Meeting will be postponed in accordance with the Articles and the shareholders will be informed of the date, time and place of the rescheduled Meeting by a supplementary notice posted on the websites of the Company and the Stock Exchange.

The Meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the Meeting under bad weather condition bearing in mind their own situations and if they do so, they are advised to exercise care and caution.
10. As there are delays in the publication of the audited annual results of the Company and its subsidiaries for the year ended 31 December 2023 and the despatch of the Company's annual report for the year ended 31 December 2023, the first item of the ordinary businesses to be transacted in the annual general meeting to be held on 28 June 2024 cannot be considered until enough notice period is provided to the shareholders, and the third item of the ordinary businesses shall be considered after completion of the audit process for the year ended 31 December 2023. Instead, these two items will be transacted in an adjourned annual general meeting to be held subject to further notice.

In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.

As at the date of this notice: (1) the chairman and non-executive Director is Mr. Wu Po Sum; (2) the executive Directors are Mr. Hu Bing and Mr. Chen Aiguo and Mr. Duan Juwei; (3) the non-executive Director is Ms. Wu Wallis (alias Li Hua); and (4) the independent non-executive Directors are Mr. Zhu Baoguo, Mr. Xu Ying and Mr. Liu Dianchen.