

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.



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) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR;
(2) CHANGE IN COMPOSITION OF BOARD COMMITTEES;
AND
(3) NON-COMPLIANCE WITH RULES 3.10(1), 3.21, 3.25
AND 3.27A OF THE LISTING RULES**

RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR

The board (the “**Board**”) of directors (the “**Director(s)**”) of Central China Management Company Limited (the “**Company**”) hereby announces that Mr. ZHU Baoguo (“**Mr. ZHU**”) has tendered his resignation as an independent non-executive Director with effect from 10 October 2024 as he is no longer able to dedicate sufficient time to fulfil the responsibilities of an independent non-executive Director due to adjustments in his personal career plans. Upon the resignation of Mr. ZHU as an independent non-executive Director taking effect, he will also cease to be a member of the audit committee of the Company (“**Audit Committee**”), the chairman of the remuneration committee of the Company (“**Remuneration Committee**”) and a member of the nomination committee of the Company (“**Nomination Committee**”).

Mr. ZHU has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its sincere gratitude to Mr. ZHU for his valuable contributions to the Company during his tenure of service.

NON-COMPLIANCE WITH RULES 3.10(1), 3.21, 3.25 AND 3.27A OF THE LISTING RULES

Following the resignation of Mr. ZHU:

- (i) the Company has two independent non-executive Directors only, as a result, the Company is not in compliance with the requirement of Rule 3.10(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) that the Board must include at least three independent non-executive Directors;
- (ii) the Company has two members of Audit Committee only, as a result, the Company is not in compliance with the requirement of Rule 3.21 of the Listing Rules that the Audit Committee must comprise a minimum of three members;
- (iii) the Remuneration Committee comprises a non-executive Director and an independent non-executive Director as members, and Mr. ZHU has ceased to act as the chairman of the Remuneration Committee, as a result, the Company is not in compliance with the requirements of Rule 3.25 of the Listing Rules that (a) the Remuneration Committee must be chaired by an independent non-executive Director; and (b) the Remuneration Committee must comprise a majority of independent non-executive Directors; and
- (iv) the Nomination Committee comprises a non-executive Director and an independent non-executive Director as members, as a result, the Company is not in compliance with the requirement of Rule 3.27A of the Listing Rules that the Nomination Committee must comprise a majority of independent non-executive Directors.

The Company will use its best endeavours to identify suitable candidate(s) to fill up the vacancy of independent non-executive Director as well as the vacancies of the member and/or chairman of the Audit Committee, the Remuneration Committee and the Nomination Committee, and in any event within three months from the date of resignation of Mr. ZHU, as required under Rules 3.11, 3.23 and 3.27 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

By order of the Board

CENTRAL CHINA MANAGEMENT COMPANY LIMITED

Wu Po Sum

Chairman

Hong Kong, 10 October 2024

As at the date of this announcement: (1) the chairman of the Board and non-executive Director is Mr. Wu Po Sum; (2) the executive Directors are Mr. Hu Bing, Mr. Chen Aiguo and Mr. Duan Juwei; and (3) the independent non-executive Directors are Mr. Xu Ying and Mr. Liu Dianchen.