
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in **Changsha Broad Homes Industrial Group Co., Ltd.**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Changsha Broad Homes Industrial Group Co., Ltd.

長沙遠大住宅工業集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2163)

**PROPOSED CHANGE OF AUDITORS AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

The EGM of Changsha Broad Homes Industrial Group Co., Ltd. will be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, Xiangjiang New District, Changsha, Hunan Province, the PRC at 10:00 a.m. on Friday, December 27, 2024. Notice of the EGM is set out on pages 7 to 8 of this circular.

If you intend to attend the EGM by proxy, you are required to return the duly completed form of proxy attached hereto according to the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM (i.e. before 10:00 a.m. on Thursday, December 26, 2024) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (and any adjournment thereof) if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

December 9, 2024

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DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company, being one of the special committees under the Board
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China, but for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region and Taiwan region
“Company”	Changsha Broad Homes Industrial Group Co., Ltd. (長沙遠大住宅工業集團股份有限公司), which was established in the PRC on April 30, 2006 as a limited liability company and was converted into a joint stock company with limited liability in the PRC on December 10, 2015, whose H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 2163)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic unlisted ordinary share(s) in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“EGM”	the 2024 first extraordinary general meeting of the Company to be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, Xiangjiang New District, Changsha, Hunan Province, the PRC at 10:00 a.m. on Friday, December 27, 2024 and any adjournment thereof (if any), the notice of which is set out in this circular
“H Share(s)”	overseas listed foreign investment share(s) of the Company with a par value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“RMB” or “Renminbi”	the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the share(s) of the Company

LETTER FROM THE BOARD



Changsha Broad Homes Industrial Group Co., Ltd.

長沙遠大住宅工業集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2163)

Executive Directors:

Mr. Zhang Jian (*Chairman*)

Ms. Tang Fen

Ms. Shi Donghong

Mr. Zhang Kexiang

Mr. Tan Xinming

Non-executive Director:

Mr. Zhang Quanyun

Independent Non-executive Directors:

Mr. Chen Gongrong

Mr. Li Zhengnong

Mr. Wong Kai Yan Thomas

Mr. Zhao Zhengting

Registered Office:

Intersection of Lusong Road and

Dongfanghong Road

Changsha High-tech Development Zone,

Changsha

Hunan Province

PRC

Principal Place of Business in Hong Kong:

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

December 9, 2024

To the Shareholders

Dear Sir/Madam,

PROPOSED CHANGE OF AUDITORS AND NOTICE OF EXTRAORDINARY GENERAL MEETING

I. INTRODUCTION

Reference is made to the announcement of the Company dated December 9, 2024 in relation to the proposed change of auditors. On December 9, 2024, the Board considered and approved the resolution in relation to the proposed change of auditors.

The purpose of this circular is to provide you with notice of the EGM as set out on pages 7 to 8 of this circular and reasonable information required for you to make an informed decision regarding the resolution to be proposed at the EGM.

LETTER FROM THE BOARD

II. MATTERS TO BE RESOLVED AT THE EGM

The resolution to be proposed at the EGM for approval by way of ordinary resolution includes:

1. The resolution in relation to the proposed change of auditors.

III. PROPOSED CHANGE OF AUDITORS

References are made to (i) the circular of the Company dated March 28, 2024 and the announcements of the Company dated March 28, 2024 and April 29, 2024 in relation to, among other things, the re-appointment of KPMG and KPMG Huazhen LLP (collectively, “**KPMG**”) as the auditors under the International Financial Reporting Standards and the China Accounting Standards for Business Enterprises for the year 2024, respectively, to audit the Company’s 2024 annual financial statements and review the 2024 interim financial statements, with a term commencing from approval at the 2023 annual general meeting till the next annual general meeting; and (ii) the announcement of the Company dated December 9, 2024 in relation to the proposed change of auditors.

The Board hereby announces that, in light of the Company’s economic conditions and the fact that it conducts its main business only in China, and in order to further consolidate the audit resources, reduce the audit costs and increase work efficiency, the Company proposes to change the auditors for the year 2024.

As considered and approved by the Audit Committee on November 28, 2024 and by the Board on December 9, 2024, the Board proposes to engage Confucius International CPA Limited and the Hunan branch of Pan-China Certified Public Accountants LLP (collectively, “**Pan-China**”) as the auditors under the International Financial Reporting Standards and the China Accounting Standards for Business Enterprises for the year 2024, respectively, to audit the Company’s 2024 annual financial statements, with a term commencing from approval at the general meeting of the Company till the next annual general meeting. In considering the appointment of Pan-China as the Company’s auditors for the year 2024, the Audit Committee and the Board have taken into account various factors, including (but not limited to): (1) Pan-China’s good credibility and influence in the capital market; (2) Pan-China’s expertise, technical competence and relevant resources, including its experience in providing audit services to companies listed on the Hong Kong Stock Exchange, and its familiarity with the Hong Kong Listing Rules and regulatory requirements of the capital market; (3) Pan-China’s long history of cooperation with the Company; (4) Pan-China’s independence and objectivity; and (5) the Guidelines for Effective Audit Committees – Selection, Appointment and Reappointment of Auditors issued by the Accounting and Financial Reporting Council of Hong Kong and other relevant guidelines.

LETTER FROM THE BOARD

Accordingly, the Audit Committee and the Board consider that Pan-China is independent, suitable and capable (including in terms of manpower, expertise, time and other resources) to act as the Company's auditors for the year 2024, and the Audit Committee recommends to the Board which in turn recommends to the general meeting the appointment of Pan-China as the Company's auditors for the year 2024, with annual audit fee for the year 2024 and interim fee for the year 2025 totalling RMB3 million. The Audit Committee and the Board believe that the change of auditors will not have any material impact on the Company and is in the interests of the Company and the Shareholders as a whole. In addition, the Audit Committee and the Board further confirm that the audit work performed by KPMG on the Company's consolidated financial statements for the fiscal year ending December 31, 2024 is not expected to have any material impact on the annual audit for the fiscal year ending December 31, 2024 following the change of auditors; and save as disclosed in this circular, there are no disagreements or outstanding matters between the Company and KPMG in relation to the change of auditors and there are no other matters in relation to the change of auditors that need to be brought to the attention of the Shareholders of the Company.

The Company has made thorough communication with KPMG on matters relating to the proposed change of auditors. KPMG has issued a letter of resignation (effective from December 9, 2024) to the Board stating that as the Company is still in the process of gathering and organizing relevant audit information, KPMG was unable to obtain such information in time to complete the audit plan. Therefore, no reasonable estimate can be made of the time and cost required to complete the audit work for the year 2024 and it is expected that the audit fee for the year 2024 will increase significantly as a result. In addition, KPMG is well aware of the matters relating to the change of auditors, and has confirmed that save as disclosed in this circular, there are no disagreements or other outstanding matters between KPMG and the Company, and there are no matters in respect of the circumstances leading to KPMG's cessation as the Company's auditor that need to be brought to the attention of holders of securities of the Company.

In accordance with the requirements of the Articles of Association, the appointment and dismissal of accounting firms of the Company shall be resolved at the general meeting. The Board recommended that an ordinary resolution be proposed at the EGM to seek Shareholders' approval for the proposed change of auditors.

IV. EGM

The EGM will be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, Xiangjiang New District, Changsha, Hunan Province, the PRC at 10:00 a.m. on Friday, December 27, 2024, for the purpose of considering and, if thought fit, passing resolution regarding the above matters. The notice of the EGM is set out on pages 7 to 8 of this circular.

As set out in the notice of the EGM, in order to ascertain Shareholders' entitlement to attend the EGM, the register of members of the Company will be closed from Tuesday, December 24, 2024 to Friday, December 27, 2024 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Friday, December 27, 2024 are entitled to attend and vote at the EGM.

LETTER FROM THE BOARD

If you intend to attend the EGM by proxy, you are required to return the duly completed form of proxy attached hereto according to the instructions printed thereon not less than 24 hours before the time appointed for the holding of the EGM (i.e. before 10:00 a.m. on Thursday, December 26, 2024) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (and any adjournment thereof) if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

V. VOTING BY POLL

Pursuant to relevant requirements of the Hong Kong Listing Rules, voting at the EGM will be taken by poll. The announcement of poll results of the meeting will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.bhome.com.cn). To the best of the Directors' knowledge, information and belief, none of the Shareholders will be required to abstain from voting at the EGM according to the Hong Kong Listing Rules.

VI. RECOMMENDATIONS

The Board (including the independent non-executive Directors) is of the opinion that, the resolution as set out in the notice of the EGM for Shareholders' consideration and approval is in the interests of the Company and the Shareholders as a whole, and therefore, recommends Shareholders to vote in favour of the resolution to be proposed at the EGM.

VII. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Hong Kong 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.

Yours faithfully,
On behalf of the Board
Changsha Broad Homes Industrial Group Co., Ltd.
Zhang Jian
Chairman

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING



Changsha Broad Homes Industrial Group Co., Ltd.

長沙遠大住宅工業集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2163)

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2024 first extraordinary general meeting of Changsha Broad Homes Industrial Group Co., Ltd. (the “**Company**”) will be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, Xiangjiang New District, Changsha, Hunan Province, the PRC at 10:00 a.m. on Friday, December 27, 2024 (the “**EGM**”), for the purpose of considering and approving the following resolution:

ORDINARY RESOLUTION:

1. The resolution in relation to the proposed change of auditors.

On behalf of the Board

Changsha Broad Homes Industrial Group Co., Ltd.

Zhang Jian

Chairman

December 9, 2024

As at the date of this notice, the Board comprises Mr. Zhang Jian, Ms. Tang Fen, Ms. Shi Donghong, Mr. Zhang Kexiang and Mr. Tan Xinming as executive directors of the Company; Mr. Zhang Qu anxun as non-executive director of the Company; and Mr. Chen Gongrong, Mr. Li Zhengnong, Mr. Wong Kai Yan Thomas and Mr. Zhao Zhengting as independent non-executive directors of the Company.

Notes:

1. CLOSURE OF REGISTER OF MEMBERS TO DETERMINE ENTITLEMENT TO ATTEND THE EGM

In order to ascertain shareholders' entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, December 24, 2024 to Friday, December 27, 2024 (both days inclusive). Shareholders whose names appear on the register of members of the Company at the opening of business on Friday, December 27, 2024 are entitled to attend and vote at the EGM. In order to qualify for attending and voting at the EGM, all duly completed transfer documents accompanied by the relevant share certificates of H shareholders whose transfer has not been registered shall be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on Monday, December 23, 2024.

NOTICE OF 2024 FIRST EXTRAORDINARY GENERAL MEETING

2. APPOINTMENT OF PROXIES

A shareholder entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not to be a shareholder of the Company, but he/she must attend the EGM in person to represent the relevant shareholder.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorized in writing. If the shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

In order to be valid, the form of proxy, the notarized power of attorney or other authorization document (if any) must be delivered to the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders), or the headquarters and principal place of business of the Company at No. 248 Yinshuang Road, Yuelu District, Changsha, Hunan Province, the PRC (for domestic shareholders) not less than 24 hours before the time appointed for the holding of the EGM (i.e. no later than 10:00 a.m. on Thursday, December 26, 2024) or any adjournment thereof (as the case may be) by hand or by post. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish.

3. VOTING BY POLL

All resolutions at the general meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Therefore, the resolution as set out in the notice of the EGM will be taken by poll. The announcement of poll results will be published on the website of the Company (www.bhome.com.cn) and the HKExnews website of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) in accordance with the Listing Rules.

4. MISCELLANEOUS

(1) The EGM is expected to last for no more than half a day. Shareholders or their proxies attending the EGM shall be responsible for their own travelling and accommodation expenses.

(2) Shareholders or their proxies shall produce their identity proof when attending the EGM (and any adjournment thereof).

(3) The H share registrar of the Company:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong (for lodging transfer documents)
17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong (for lodging form of proxy)
Tel: (852) 2862 8555
Fax: (852) 2865 0990

(4) The headquarters and principal place of business of the Company:

No. 248 Yinshuang Road, Yuelu District, Changsha, Hunan Province, the PRC
Contact department: Board secretary office
Tel: (86) 0731 8891 1595
Fax: (86) 0731 8891 1595
Contact person: Huang Fengchun

(5) For details of the resolution to be proposed at the EGM for consideration and approving, please refer to the circular of the Company dated December 9, 2024.