

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

The board (the “**Board**”) of directors (the “**Director(s)**”) of Central China Management Company Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) is pleased to announce that:

- (i) Ms. Dong Xiaochun (“**Ms. Dong**”) has been appointed as an independent non-executive Director, a member of the audit committee of the Company (“**Audit Committee**”) and a member of the nomination committee of the Company (“**Nomination Committee**”), all with effect from 23 February 2026;
- (ii) Mr. Xu Ying (“**Mr. Xu**”), an independent non-executive Director and an existing member of the Remuneration Committee, has been redesignated as the chairman of the remuneration committee of the Company (“**Remuneration Committee**”) with effect from 23 February 2026; and
- (iii) Mr. Liu Dianchen (“**Mr. Liu**”), an independent non-executive Director, has been appointed as a member of the Nomination Committee and a member of the Remuneration Committee, all with effect from 23 February 2026.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

Ms. Dong has been appointed as an independent non-executive Director, a member of the Audit Committee and a member of the Nomination Committee, all with effect from 23 February 2026.

Ms. Dong, aged 57, obtained a bachelor's degree in literature from Shandong University in 1991, a master's degree in accounting from Dongbei University of Finance and Economics in 1999, and a doctoral degree in economics from Fudan University in 2007. From 1992 to 2004, she served as a lecturer at Shandong University of Finance and Economics and Shanghai University of Finance and Economics. From 2004 to 2007, she was the manager of compliance department of Wanjia Asset Management Co., Ltd. From 2007 to 2013, she was the head of the branch of the Shanghai Pudong Lianyang branch of China Everbright Bank. From 2013 to 2024, she served as the head of the finance department of the China Financial Futures Exchange. Ms. Dong possesses over 30 years of cross-sector leadership experience across financial market regulators, banking, asset management and academia, with solid expertise in management, accounting theory and practical financial management, compliance risk control and corporate governance.

Save as disclosed above, at the date of this announcement, Ms. Dong (i) does not hold any other positions with the Company or any other members of the Group; (ii) has not held any other directorships at present or in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas and does not have other major appointments or professional qualifications; (iii) has no interest in the shares of the Company within the meaning of Part XV of the SFO; and (iv) does not have any relationships with any other Directors, senior management or substantial or controlling shareholders of the Company.

Ms. Dong has confirmed that she has satisfied all factors for independence as set out in Rules 3.13(1) to (8) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). She also confirmed that she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined in the Listing Rules) of the Company. She further confirmed that there are no other factors that may affect her independence at the time of her appointment.

Ms. Dong has entered into a letter of appointment with the Company for an initial term of three years commencing from 23 February 2026, which shall be automatically renewed for a further term of one year each commencing from the expiry date of the initial term or subsequent renewal term(s) thereof (as the case may be). Pursuant to the letter of appointment, Ms. Dong will be entitled to a remuneration of HK\$240,000 per annum, as

recommended by the Remuneration Committee and approved by the Board with reference to her duties and responsibilities with the Company and the prevailing market conditions, and is subject to review from time to time.

Save as disclosed above, as at the date of this announcement, there is no other information required to be disclosed nor is/was Ms. Dong involved in any of the matters required to be disclosed pursuant to any of the requirements of the provisions under Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules. The Board is not aware of any other matters in relation to her appointment which need to be brought to the attention of the shareholders of the Company.

The Board would like to express a warm welcome to Ms. Dong for joining the Board.

CHANGE OF COMPOSITION OF THE REMUNERATION COMMITTEE

Mr. Xu, an independent non-executive Director and an existing member of the Remuneration Committee, has been redesignated as the chairman of the Remuneration Committee with effect from 23 February 2026 and Mr. Liu, an independent non-executive Director, has been appointed as a member of the Remuneration Committee with effect from 23 February 2026.

APPOINTMENT OF MEMBER OF THE NOMINATION COMMITTEE

Mr. Liu, an independent non-executive Director, has been appointed as a member of the Nomination Committee with effect from 23 February 2026.

RE-COMPLIANCE WITH RULES 3.10, 3.21, 3.25, 3.27A OF THE LISTING RULES

References are made to the announcements of the Company dated 24 November 2025 and 19 December 2025. Following the appointment of (i) Ms. Dong as an independent non-executive Director, a member of the Audit Committee and a member of the Nomination Committee; (ii) Mr. Xu as the chairman of the Remuneration Committee; and (iii) Mr. Liu as a member of the Nomination Committee and a member of the Remuneration Committee, all with effect from 23 February 2026:

- (i) the Company has three independent non-executive Directors, accordingly, the Company is in compliance with the requirements of Rule 3.10(1) of the Listing Rules;
- (ii) the Audit Committee comprises three members, accordingly, the Company is in compliance with the requirements of Rule 3.21 of the Listing Rules;

- (iii) the Remuneration Committee comprises a majority of independent non-executive Directors and is chaired by an independent non-executive Director, accordingly, the Company is in compliance with the requirements of Rule 3.25 of the Listing Rules; and
- (iv) the Nomination Committee comprises a majority of independent non-executive Directors, accordingly, the Company is in compliance with the requirements of Rule 3.27A of the Listing Rules.

By order of the Board
CENTRAL CHINA MANAGEMENT COMPANY LIMITED
Wu Po Sum
Chairman

Hong Kong, 23 February 2026

As at the date of this announcement: (1) the chairman and non-executive Director is Mr. Wu Po Sum; (2) the executive Directors are Mr. Wang Jun and Ms. Liu Lin; and (3) the independent non-executive Directors are Mr. Xu Ying, Mr. Liu Dianchen and Ms. Dong Xiaochun.