

---

# 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.

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

---



## **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)**

- (1) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019;**
  - (2) ENGAGEMENT OF AUDITORS FOR THE YEAR 2020;**
  - (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
  - (4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS;**
  - (5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD OF DIRECTORS;**
  - (6) PROPOSED APPOINTMENTS OF NON-EXECUTIVE DIRECTOR AND  
INDEPENDENT NON-EXECUTIVE DIRECTOR;**
  - (7) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS  
TO ISSUE DOMESTIC SHARES AND H SHARES;**
  - (8) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS  
TO REPURCHASE H SHARES; AND**
- NOTICE OF AGM**  
**NOTICE OF H SHAREHOLDERS CLASS MEETING**  
**NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

---

The AGM, H Shareholders Class Meeting and Domestic Shareholders Class Meeting of Changsha Broad Homes Industrial Group Co., Ltd. will be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, High-tech Development Zone, Changsha, Hunan Province, the PRC at 10:00 a.m., 11:00 a.m. (or immediately after conclusion of the AGM or any adjournment thereof) and 11:30 a.m. (or immediately after conclusion of the H Shareholders Class Meeting or any adjournment thereof), respectively, on Friday, May 15, 2020. The notices, forms of proxy and reply slips of the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting have been despatched to the Shareholders on March 30, 2020. For ease of reference, the notices of the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting are hereby re-incorporated in this circular on pages 25 to 32, which are identical with those despatched on March 30, 2020.

If you intend to attend the AGM, H Shareholders Class Meeting and/or Domestic Shareholders Class Meeting by proxy, you are required to return the duly completed form(s) of proxy according to the instructions printed thereon despatched to you on March 30, 2020 not less than 24 hours before the respective time appointed for the holding of the above-mentioned meetings (i.e., before 10:00 a.m. on Thursday, May 14, 2020, 11:00 a.m. on Thursday, May 14, 2020 and/or 11:30 a.m. on Thursday, May 14, 2020). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the AGM (and any adjournment thereof), the H Shareholders Class Meeting (and any adjournment thereof) and/or the Domestic Shareholders Class Meeting (and any adjournment thereof) if you so wish.

If you intend to attend the AGM, H Shareholders Class Meeting and/or Domestic Shareholders Class Meeting in person or by proxy, you are required to return the duly completed reply slip(s) despatched to you on March 30, 2020 to Computershare Hong Kong Investor Services Limited (for H Shareholders) or the headquarters and principal place of business of the Company (for Domestic Shareholders) on or before Friday, April 24, 2020.

April 20, 2020

---

# CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I Matters to be Resolved at the AGM, H Shareholders Class Meeting and Domestic Shareholders Class Meeting</b> .....	7
<b>Appendix II Explanatory Statement on General Mandate to Repurchase H Shares</b> .....	22
<b>Notice of 2019 Annual General Meeting</b> .....	25
<b>Notice of 2020 First H Shareholders Class Meeting</b> .....	29
<b>Notice of 2020 First Domestic Shareholders Class Meeting</b> .....	31

---

## DEFINITIONS

---

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

“AGM”	the 2019 annual general meeting of the Company to be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, High-tech Development Zone, Changsha, Hunan Province, the PRC at 10:00 a.m. on Friday, May 15, 2020 and any adjournment thereof (if any), the notice of which is set out in this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“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
“Domestic Shareholders Class Meeting”	the 2020 first domestic shareholders class meeting of the Company to be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, High-tech Development Zone, Changsha, Hunan Province, the PRC at 11:30 a.m. (or immediately after conclusion of the H Shareholders Class Meeting or any adjournment thereof) on Friday, May 15, 2020, 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

---

## DEFINITIONS

---

“H Shareholders Class Meeting”	the 2020 first H shareholders class meeting of the Company to be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, High-tech Development Zone, Changsha, Hunan Province, the PRC at 11:00 a.m. (or immediately after conclusion of the AGM or any adjournment thereof) on Friday, May 15, 2020, the notice of which is set out in this circular
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Latest Practicable Date”	April 9, 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in this circular
“Listing Date”	November 6, 2019, the date on which the H Shares of the Company are listed and traded on the Main Board of the Hong Kong Stock Exchange
“Rules of Procedure of General Meetings”	the rules of procedure of general meetings of the Company, as amended from time to time
“Rules of Procedure of Board of Directors”	the rules of procedure of board of directors of the Company, as amended from time to time
“RMB” or “Renminbi”	the lawful currency of the PRC
“Shareholder(s)”	the holder(s) of the share(s) of the Company
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers, as amended from time to time

---

## 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

*Registered Office:*

Intersection of Lusong Road and

Dongfanghong Road

Changsha High-tech Development Zone,

Changsha

Hunan

PRC

*Non-executive Director:*

Mr. Zhang Quanxun

*Principal Place of Business in Hong Kong:*

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

*Independent Non-executive Directors:*

Mr. Chen Gongrong

Mr. Li Zhengnong

Mr. Wong Kai Yan Thomas

April 20, 2020

*To the Shareholders*

Dear Sir/Madam,

- (1) PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019;**
  - (2) ENGAGEMENT OF AUDITORS FOR THE YEAR 2020;**
  - (3) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION;**
  - (4) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS;**
  - (5) PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD OF DIRECTORS;**
  - (6) PROPOSED APPOINTMENTS OF NON-EXECUTIVE DIRECTOR AND  
INDEPENDENT NON-EXECUTIVE DIRECTOR;**
  - (7) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS  
TO ISSUE DOMESTIC SHARES AND H SHARES;**
  - (8) PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS  
TO REPURCHASE H SHARES; AND**
- NOTICE OF AGM**
- NOTICE OF H SHAREHOLDERS CLASS MEETING**
- NOTICE OF DOMESTIC SHAREHOLDERS CLASS MEETING**

---

## LETTER FROM THE BOARD

---

### INTRODUCTION

The purpose of this circular is to provide you with the notices of the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting (despatched to the Shareholders on March 30, 2020 and re-incorporated in this circular on pages 25 to 28, pages 29 to 30 and pages 31 to 32, respectively) and reasonable information required for you to make an informed decision as to voting in favour of or against certain resolutions to be proposed at the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting.

### MATTERS TO BE RESOLVED AT THE AGM, H SHAREHOLDERS CLASS MEETING AND DOMESTIC SHAREHOLDERS CLASS MEETING

Each resolution to be proposed at the AGM is set out in the notice of the AGM accompanying this circular on pages 25 to 28. The resolutions to be proposed at the AGM for approval by way of ordinary resolutions include: (1) the Report of the Board of Directors of the Company for the Year 2019; (2) the Report of the Supervisory Committee of the Company for the Year 2019; (3) the Audited Financial Statements of the Company for the Year 2019; (4) the Profit Distribution Plan of the Company for the Year 2019; (5) the Remunerations of Directors and Supervisors of the Company for the Year 2019; (6) the Financing and Guarantee Limit of the Company and its Subsidiaries for the Year 2020; (7) the Engagement of Auditors of the Company for the Year 2020; (8) the Amendments to the Rules of Procedure of General Meetings of Changsha Broad Homes Industrial Group Co., Ltd. (I); (9) the Amendments to the Rules of Procedure of General Meetings of Changsha Broad Homes Industrial Group Co., Ltd. (II); (10) the Amendments to the Rules of Procedure of Board of Directors of Changsha Broad Homes Industrial Group Co., Ltd.; (11) the Appointment of Hu Keman as a Non-executive Director of the Second Session of the Board of Directors of the Company; and (12) the Appointment of Zhao Zhengting as an Independent Non-executive Director of the Second Session of the Board of Directors of the Company. The resolutions to be proposed at the AGM for approval by way of special resolutions include: (1) the Amendments to the Articles of Association of Changsha Broad Homes Industrial Group Co., Ltd. (I); (2) the Amendments to the Articles of Association of Changsha Broad Homes Industrial Group Co., Ltd. (II); (3) the Grant of General Mandate to the Board of Directors of the Company to Issue Domestic Shares and H Shares; and (4) the Grant of General Mandate to the Board of Directors of the Company to Repurchase H Shares.

Each resolution to be proposed at the H Shareholders Class Meeting is set out in the notice of the H Shareholders Class Meeting accompanying this circular on pages 29 to 30. The resolutions to be proposed at the H Shareholders Class Meeting for approval by way of special resolutions include: (1) the Amendments to the Articles of Association of Changsha Broad Homes Industrial Group Co., Ltd. (II); (2) the Amendments to the Rules of Procedure of General Meetings of Changsha Broad Homes Industrial Group Co., Ltd. (II); and (3) the Grant of General Mandate to the Board of Directors of the Company to Repurchase H Shares.

---

## LETTER FROM THE BOARD

---

Each resolution to be proposed at the Domestic Shareholders Class Meeting is set out in the notice of the Domestic Shareholders Class Meeting accompanying this circular on pages 31 to 32. The resolutions to be proposed at the Domestic Shareholders Class Meeting for approval by way of special resolutions include: (1) the Amendments to the Articles of Association of Changsha Broad Homes Industrial Group Co., Ltd. (II); (2) the Amendments to the Rules of Procedure of General Meetings of Changsha Broad Homes Industrial Group Co., Ltd. (II); and (3) the Grant of General Mandate to the Board of Directors of the Company to Repurchase H Shares.

To enable you to get a better understanding of the resolutions to be proposed at the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting and make an informed decision with adequate and necessary information, we have provided for the Shareholders in this circular explanatory information on matters to be considered and approved thereat (please refer to Appendix I) and explanatory statement on general mandate to repurchase H Shares (please refer to Appendix II). In addition, the full texts of the report of the Board for the year 2019, the report of the Supervisory Committee for the year 2019 and the audited financial statements of the Company for the year 2019 are set out in the 2019 annual report of the Company despatched to the Shareholders on April 20, 2020.

### **AGM, H SHAREHOLDERS CLASS MEETING AND DOMESTIC SHAREHOLDERS CLASS MEETING**

The AGM, H Shareholders Class Meeting and Domestic Shareholders Class Meeting will be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, High-tech Development Zone, Changsha, Hunan Province, the PRC at 10:00 a.m., 11:00 a.m. (or immediately after conclusion of the AGM or any adjournment thereof) and 11:30 a.m. (or immediately after conclusion of the H Shareholders Class Meeting or any adjournment thereof), respectively, on Friday, May 15, 2020, for the purpose of considering and, if thought fit, passing resolutions regarding the above matters. The Company has despatched the notices, forms of proxy and reply slips of the AGM, H Shareholders Class Meeting and Domestic Shareholders Class Meeting to Shareholders on March 30, 2020 in accordance with the Hong Kong Listing Rules and the Articles of Association. The notices of the AGM, H Shareholders Class Meeting and Domestic Shareholders Class Meeting are re-incorporated in this circular on pages 25 to 28, pages 29 to 30 and pages 31 to 32, respectively, which are identical with those despatched on March 30, 2020.

As set out in the notices despatched on March 30, 2020, in order to ascertain Shareholders' entitlement to attend the AGM, the H Shareholders Class Meeting and/or the Domestic Shareholders Class Meeting, the register of members of the Company has been closed from Wednesday, April 15, 2020 to Friday, May 15, 2020 (both days inclusive). Shareholders whose names appear on the register of members of the Company at the opening of business on Friday, May 15, 2020 are entitled to attend and vote at the AGM, the H Shareholders Class Meeting (for the H Shareholders) and/or the Domestic Shareholders Class Meeting (for the domestic Shareholders).

---

## LETTER FROM THE BOARD

---

If you intend to attend the AGM, the H Shareholders Class Meeting and/or the Domestic Shareholders Class Meeting by proxy, you are required to return the duly completed form(s) of proxy according to the instructions thereon despatched to you on March 30, 2020 not less than 24 hours before the respective time appointed for the holding of the above-mentioned meetings (i.e., before 10:00 a.m. on Thursday, May 14, 2020, 11:00 a.m. on Thursday, May 14, 2020 and/or 11:30 a.m. on Thursday, May 14, 2020). Completion and return of the form(s) of proxy will not preclude you from attending and voting in person at the AGM (and any adjournment thereof), the H Shareholders Class Meeting (and any adjournment thereof) and/or the Domestic Shareholders Class Meeting (and any adjournment thereof) if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

If you intend to attend the AGM, the H Shareholders Class Meeting and/or the Domestic Shareholders Class Meeting, you are required to return the duly completed reply slip(s) despatched to you on March 30, 2020 to the H share registrar of the Company, 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) by hand, by post or by fax or on or before Friday, April 24, 2020.

### VOTING BY POLL

Pursuant to relevant requirements of the Hong Kong Listing Rules, voting at the AGM, the H Shareholders Class Meeting and/or the Domestic Shareholders Class Meeting will be taken by poll. The announcements of poll results of the above-mentioned meetings will be published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.bhome.com.cn](http://www.bhome.com.cn)).

### RECOMMENDATIONS

The Board (including the independent non-executive Directors) are of the opinion that, all of the resolutions as set out in the notices of the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting for Shareholders' consideration and approval are in the interests of the Company and the Shareholders as a whole, and therefore, recommended Shareholders to vote in favour of all the resolutions to be proposed at the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting.

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



Explanatory information of matters to be considered and approved at the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting is set out below:

**PROFIT DISTRIBUTION PLAN FOR THE YEAR 2019**

The Board has proposed the payment of a final dividend for the year ended December 31, 2019 of RMB0.5 per share (tax inclusive), being approximately RMB243,819,700 in total. Pursuant to the Articles of Association, dividends of domestic Shareholders shall be denominated and declared in Renminbi and paid in Renminbi, whereas those to H Shareholders shall be denominated and declared in Renminbi and paid in Hong Kong dollars. After the profit distribution plan is resolved at the AGM, the dividends shall be paid within two months from the conclusion of the AGM. The final dividend is subject to approval by the Shareholders at the AGM and is expected to be paid on Wednesday, June 24, 2020 to the Shareholders whose names appear on the register of members of the Company on Tuesday, May 26, 2020. In case there is any change in the share capital of the Company before the AGM, the dividend paid on each share will be adjusted accordingly and the total profit available for distribution will remain unchanged.

In order to ascertain Shareholders' entitlement to receive the final dividend, the register of members of the Company will be closed from Thursday, May 21, 2020 to Tuesday, May 26, 2020 (both days inclusive). In order to qualify for receiving the final dividends (subject to approval by the Shareholders), all duly completed transfer forms accompanied by the relevant share certificates of H Shareholders shall be lodged with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on Wednesday, May 20, 2020.

The resolution has been considered and approved by the Board and is hereby proposed for consideration by the Shareholders and Shareholder proxies at the AGM by way of an ordinary resolution.

**ENGAGEMENT OF AUDITORS OF THE COMPANY FOR THE YEAR 2020**

The Board proposes to re-appoint KPMG and KPMG Huazhen LLP to be our auditors under the International Financial Reporting Standards and the China Accounting Standards for Business Enterprises for the year 2020, respectively, to audit the Company's 2020 annual financial statements and review the 2020 interim financial statements, with a term commencing from approval at the AGM till the next annual general meeting.

The resolution has been considered and approved by the Board and is hereby proposed for consideration by the Shareholders and Shareholder proxies at the AGM by way of an ordinary resolution.

## PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

According to the provisions of relevant laws and regulations and the actual development and management needs of the Company, the Board proposed to make amendments to the relevant articles of the Articles of Association regarding the period for closure of register of members, the notification period of the general meeting, the procedure for convening the general meeting and the composition of the Board. Given that the amendments involve the interests of class Shareholders, the proposed amendments to the Articles of Association are divided into two proposals according to whether the interests of class Shareholders are involved. The Board considered and approved the Resolution in Relation to the Amendments to the Articles of Association of Changsha Broad Homes Industrial Group Co., Ltd. (I) (關於修訂《長沙遠大住宅工業集團股份有限公司章程》(一)的議案) (“**Resolution I of the Articles of Association**”), which does not involve the interests of class Shareholders; and the Resolution in Relation to the Amendments to the Articles of Association of Changsha Broad Homes Industrial Group Co., Ltd. (II) (關於修訂《長沙遠大住宅工業集團股份有限公司章程》(二)的議案) (“**Resolution II of the Articles of Association**”), which involves the interests of class Shareholders.

Details of the amendments to the Resolution I of the Articles of Association are set out below:

Original article	Article after amendment
<p><b>Article 47</b> No changes resulting from share transfers may be made to the register of shareholders within 30 days prior to a general meeting or 5 days prior to the date of record set by the Company for the purpose of distribution of dividends.</p>	<p><b>Article 47</b> <u>Where laws, administrative regulations, departmental regulations, normative documents and relevant stock exchanges or regulatory agencies in the place where the Company’s shares are listed stipulated the period of closure of the register of members prior to the holding of a general meeting or the record date for the Company to decide on dividend distribution, such provisions shall prevail.</u></p>
<p><b>Article 71</b> When the Company is to hold a general meeting, it shall issue a written notice 45 days (exclusive of the date when the meeting is held) prior to the meeting informing all the registered shareholders of the matters to be considered and the date and place of the meeting. Shareholders who intend to attend the general meeting shall, within 20 days prior to the day on which the meeting is to be held, revert the reply slip to the Company stating that they will attend the meeting. Regarding the calculation of the notice period, the date of the meeting shall not be included. For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p>	<p><b>Article 71</b> When the Company is to hold an <u>annual</u> general meeting, it shall issue a written notice <u>20</u> days prior to the meeting. When the Company is to hold an extraordinary general meeting, it shall issue a written notice <u>15 days</u> prior to the meeting.</p> <p>Regarding the calculation of the notice period, the date of the meeting shall not be included. For notices given under this Article, the date posted shall be the date of delivering the relevant notice to post office by the Company or the share registrar appointed by the Company.</p>

Original article	Article after amendment
<p><b>Article 74</b> Based on the written replies received 20 days before the general meeting is to be held, the Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is at least half of the total number of the Company’s voting shares, the Company may hold the general meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered and the date and place of the meeting in the form of a public announcement. After such notification is informed by public announcement, the Company may hold the general meeting.</p> <p>An extraordinary general meeting shall not decide on any matter not stated in the notice of meeting.</p>	<p><b>Article 74</b> A general meeting shall not decide on any matter not stated in the notice of meeting.</p>
<p><b>Article 76</b> Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient’s address shown in the register of shareholders, or given by way of a public announcement.</p> <p>The “public announcement” referred to in the preceding paragraph shall, for holders of domestic investment shares, be published in one or more newspapers or periodicals designated by the CSRC and the regulatory authority of the place of listing, and on the Company’s website and the website of the stock exchange during the period between 45 and 50 days before the meeting is to be held. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and these Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the SEHK.</p>	<p><b>Article 76</b> Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient’s address shown in the register of shareholders, or given by way of a public announcement.</p> <p>The “public announcement” referred to in the preceding paragraph shall, for holders of domestic investment shares, be published in one or more newspapers or periodicals designated by the CSRC and the regulatory authority of the place of listing, and on the Company’s website and the website of the stock exchange. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.</p> <p>For holders of H shares, subject to the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and these Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the SEHK.</p>

Original article	Article after amendment
<p><b>Article 119</b> The Company shall have a board of directors which shall be accountable to the general meetings. The board of directors shall consist of nine directors, including one chairman and three independent non-executive directors.</p>	<p><b>Article 119</b> The Company shall have a board of directors which shall be accountable to the general meetings. The board of directors shall consist of <b><u>11</u></b> directors, including one chairman and <b><u>four</u></b> independent non-executive directors.</p>

Details of the amendments to the Resolution II of the Articles of Association are set out below:

Original article	Article after amendment
<p><b>Article 116</b> When the Company is to hold a class shareholders' meeting, it shall issue a written notice 45 days (exclusive of the date of the meeting) prior to the meeting informing all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within 20 days prior to the day on which the meeting is to be held, serve a written reply on the Company stating that they will attend the meeting.</p> <p>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is not less than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class shareholders' meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the class shareholders' meeting.</p>	<p><b>Article 116</b> When the Company is to hold a class shareholders' meeting, <b><u>the notification period for issuing a written notice shall be the same as the notification period for the non-class shareholder general meeting to be convened on the same day of such class meeting. The written notice shall</u></b> inform all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting.</p>

The Board proposed to the Shareholders to authorize the Board secretary to handle the application, approval, registration, filing and other related matters (including but not limited to making textual amendments according to the requirements of relevant departments of the Chinese government or domestic and overseas regulatory agencies) required for the amendments of the Articles of Association.

The Resolution I of the Articles of Association has been considered and approved by the Board and is hereby proposed for consideration by the Shareholders and Shareholder proxies at the AGM by way of a special resolution. The proposed amendments to the Resolution I of the Articles of Association shall take effect from approval at the AGM. The Resolution II of the Articles of Association has been considered and approved by the Board and is hereby proposed for consideration by the Shareholders and Shareholder proxies at the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting by way of a special resolution. The proposed amendments to the Resolution II of the Articles of Association shall take effect from approval at the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting. Prior to effect of the proposed amendments in the Resolution I of the Articles of Association and Resolution II of the Articles of Association, the current prevailing Articles of Association shall remain in force.

#### **PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF GENERAL MEETINGS**

According to the provisions of relevant laws and regulations and the actual needs of the Company, the Board proposed to make amendments to the relevant articles of the Rules of Procedure of General Meetings regarding the notification period of the general meeting and the procedure for convening the general meeting. Given that the amendments involve the interests of class Shareholders, the proposed amendments to the Rules of Procedure of General Meetings are divided into two proposals according to whether the interests of class Shareholders are involved. The Board considered and approved the Resolution in Relation to the Amendments to the Rules of Procedure of General Meetings of Changsha Broad Homes Industrial Group Co., Ltd. (I) (關於修訂《長沙遠大住宅工業集團股份有限公司股東大會議事規則》(一)的議案) (“**Resolution I of the Rules of Procedure of General Meetings**”), which does not involve the interests of class Shareholders; and the Resolution in Relation to the Amendments to the Rules of Procedure of General Meetings of Changsha Broad Homes Industrial Group Co., Ltd. (II) (關於修訂《長沙遠大住宅工業集團股份有限公司股東大會議事規則》(二)的議案) (“**Resolution II of the Rules of Procedure of General Meetings**”), which involves the interests of class Shareholders.

Details of the amendments to the Resolution I of the Rules of Procedure of General Meetings are set out below:

Original article	Article after amendment	Remark
<p><b>Article 21</b> When the Company is to hold a general meeting, it shall issue a written notice 45 days (exclusive of the date when the meeting is held) prior to the general meeting informing all the registered shareholders of the matters to be considered and the date and place of the meeting. Shareholders who intend to attend the general meeting shall, within 20 days prior to the day on which the meeting is to be held, revert the reply slip to the Company stating that they will attend the meeting.</p>	<p><b>Article 21</b> <u>When the Company is to hold an annual general meeting, it shall issue a written notice 20 days prior to the meeting. When the Company is to hold an extraordinary general meeting, it shall issue a written notice 15 days prior to the meeting.</u></p>	<p>–</p>
<p><b>Article 22</b> Based on the written replies received 20 days before the general meeting is to be held, the Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is at least half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered and the date and place of the meeting in the form of a public announcement. After such notification is informed by public announcement, the Company may hold the general meeting.</p>	<p><del><b>Article 22</b> Based on the written replies received 20 days before the general meeting is to be held, the Company shall calculate the number of voting shares represented by the shareholders who intend to attend the meeting. If the number of voting shares represented by the shareholders intending to attend the meeting is at least half of the total number of the Company's voting shares, the Company may hold the general meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered and the date and place of the meeting in the form of a public announcement. After such notification is informed by public announcement, the Company may hold the general meeting.</del></p>	<p>The following articles shall be renumbered accordingly</p>

Original article	Article after amendment	Remark
<p><b>Article 23</b> Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient's address shown in the register of shareholders, or given by way of a public announcement.</p> <p>The "public announcement" referred to in the preceding paragraph shall, for holders of domestic investment shares, be published in one or more newspapers or periodicals designated by the CSRC and the regulatory authority of the place of listing, and on the Company's website and the website of the stock exchange during the period between 45 and 50 days before the meeting is to be held. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.</p>	<p><b>Article 22</b> Notice of a general meeting shall be delivered to the shareholders (whether or not entitled to vote thereat) by hand or prepaid mail at the recipient's address shown in the register of shareholders, or given by way of a public announcement.</p> <p>The "public announcement" referred to in the preceding paragraph shall, for holders of domestic investment shares, be published in one or more newspapers or periodicals designated by the CSRC and the regulatory authority of the place of listing, and on the Company's website and the website of the stock exchange. Once the announcement is made, all holders of domestic investment shares shall be deemed to have received notice of the relevant general meeting.</p>	–

Original article	Article after amendment	Remark
<p>For holders of H shares, subject to the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the SEHK.</p> <p>Notice of a class shareholders' meeting only needs to be served on shareholders entitled to vote thereat.</p> <p>Save as otherwise stipulated in these Rules of Procedure of General Meetings, the procedures for holding the class shareholders' meeting shall be the same to those for holding the general meeting as far as possible, and the provisions in these Rules of Procedure of General Meetings relating to the procedures for a general meeting shall apply to the class shareholders' meeting.</p>	<p>For holders of H shares, subject to the laws, administrative regulations, the listing rules of the place where the shares of the Company are listed and the Articles of Association, the notice of a general meeting, circular of shareholders and relevant documents may be published on the websites of the Company and the SEHK.</p> <p>Notice of a class shareholders' meeting only needs to be served on shareholders entitled to vote thereat.</p> <p>Save as otherwise stipulated in these Rules of Procedure of General Meetings, the procedures for holding the class shareholders' meeting shall be the same to those for holding the general meeting as far as possible, and the provisions in these Rules of Procedure of General Meetings relating to the procedures for a general meeting shall apply to the class shareholders' meeting.</p>	



Details of the amendments to the Resolution II of the Rules of Procedure of General Meetings are set out below:

Original article	Article after amendment	Remark
<p><b>Article 71</b> When the Company is to hold a class shareholders' meeting, it shall issue a written notice 45 days (exclusive of the date of the meeting) prior to the meeting informing all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting. Shareholders that intend to attend the meeting shall, within 20 days prior to the day on which the meeting is to be held, serve a written reply on the Company stating that they will attend the meeting.</p> <p>If the number of shares carrying the right to vote at the meeting represented by the shareholders intending to attend the meeting is not less than half of the total number of shares of that class carrying the right to vote at the meeting, the Company may hold the class shareholders' meeting. If not, the Company shall, within five days, inform the shareholders once again of the matters to be considered at and the date and place of the meeting in the form of a public announcement. After such notification by public announcement, the Company may hold the class shareholders' meeting.</p> <p>Where the Listing Rules stipulates otherwise, such provisions shall prevail.</p>	<p><b>Article 70</b> When the Company is to hold a class shareholders' meeting, <u><b>the notification period for issuing a written notice shall be the same as the notification period for the non-class shareholder general meeting to be convened on the same day of such class meeting. The written notice shall</b></u> inform all the registered shareholders of that class of the matters to be considered at and the date and place of the meeting.</p>	<p>–</p>

The Board proposed to the Shareholders to authorize the Board secretary to handle related matters (including but not limited to making textual amendments according to the requirements of relevant departments of the Chinese government or domestic and overseas regulatory agencies) required for the amendments of the Rules of Procedure of General Meetings.

The Resolution I of the Rules of Procedure of General Meetings has been considered and approved by the Board and is hereby proposed for consideration by the Shareholders and Shareholder proxies at the AGM by way of an ordinary resolution. The proposed amendments to the Resolution I of the Rules of Procedure of General Meetings shall take effect from approval at the AGM. The Resolution II of the Rules of Procedure of General Meetings has been considered and approved by the Board and is hereby proposed for consideration by the Shareholders and Shareholder proxies at the AGM by way of an ordinary resolution, and at the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting by way of a special resolution. The proposed amendments to the Resolution II of the Rules of Procedure of General Meetings shall take effect from approval at the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting. Prior to effect of the proposed amendments in the Resolution I of the Rules of Procedure of General Meetings and Resolution II of the Rules of Procedure of General Meetings, the current prevailing Rules of Procedure of General Meetings shall remain in force.

### PROPOSED AMENDMENTS TO THE RULES OF PROCEDURE OF BOARD OF DIRECTORS

In line with the development and management needs of the Company, the Company proposes to increase the number of members of the Board. Therefore, the Board proposes to make amendments to the relevant article of the Rules of Procedure of Board of Directors regarding the composition of the Board. Details of the proposed amendment are as follows:

Original article	Article after amendment
<p><b>Article 3</b> The board of directors shall consist of nine directors, including one chairman and three independent non-executive directors.</p> <p>At least one of the independent non-executive directors shall have appropriate professional qualifications or “appropriate accounting or related financial management expertise”, i.e. the independent non-executive director shall have served as a certified public accountant or auditor, or served as the chief financial officer or chief accounting officer of a listed company, or have similar functions, so as to gain experience in internal control of a listed company and preparation, audit, review and analysis of financial statements of a listed company.</p>	<p><b>Article 3</b> The board of directors shall consist of <b>11</b> directors, including one chairman and <b>four</b> independent non-executive directors.</p> <p>At least one of the independent non-executive directors shall have appropriate professional qualifications or “appropriate accounting or related financial management expertise”, i.e. the independent non-executive director shall have served as a certified public accountant or auditor, or served as the chief financial officer or chief accounting officer of a listed company, or have similar functions, so as to gain experience in internal control of a listed company and preparation, audit, review and analysis of financial statements of a listed company.</p>

The Board proposed to the Shareholders to authorize the Board secretary to handle related matters (including but not limited to making textual amendments according to the requirements of relevant departments of the Chinese government or domestic and overseas regulatory agencies) required for the amendments of the Rules of Procedure of Board of Directors.

The resolution has been considered and approved by the Board and is hereby proposed for consideration by the Shareholders and Shareholder proxies at the AGM by way of an ordinary resolution. The proposed amendments to the Rules of Procedure of Board of Directors shall take effect from approval at the AGM. Prior to effect of the proposed amendments in the Rules of Procedure of Board of Directors, the current prevailing Rules of Procedure of Board of Directors shall remain in force.

#### **PROPOSED APPOINTMENTS OF NON-EXECUTIVE DIRECTOR AND INDEPENDENT NON-EXECUTIVE DIRECTOR**

In line with the development and management needs of the Company, in order to better play the role of the Board, after taking into account factors such as professional structure, career experience, advantages and expertise, the Board considered and approved the resolutions on the proposed appointments of the Directors, approving to nominate Ms. Hu Keman (“**Ms. Hu**”) as a candidate for non-executive Director of the second session of the Board and Mr. Zhao Zhengting (“**Mr. Zhao**”) as a candidate for independent non-executive Director of the second session of the Board.

In proposing the appointment of Mr. Zhao as the independent non-executive Director of the second session of the Board, the Board and the Nomination Committee of the Board have followed the procedures for appointment of Directors in the Articles of Association, the Director nomination policy of the Company, the Board diversity policy and the development strategy of the Company, taking into account a variety of factors, including but not limited to the gender, age, cultural and educational background, race, professional experience, skills, knowledge and service term of the candidates of the Director, in order to achieve diversity for the members of the Board. According to Mr. Zhao’s professional experience in relevant social organizations or government departments in the real estate industry as set out in his biographical details, the Board believes that Mr. Zhao will bring different valuable business experience, industry knowledge and specialized skills to the Board, and will offer objective, independent and sufficient opinions and analysis on the operation and management affairs of the Company, so as to promote the efficient and effective operation of the Board and facilitate the diversity of the Board. In addition, the Company has received the letter of confirmation from Mr. Zhao regarding his independence in accordance with Rule 3.13 of the Hong Kong Listing Rules to confirm his independence. In this regard, the Board considers Mr. Zhao as independent.

The appointments of Ms. Hu and Mr. Zhao will take effect after the approval at the AGM until the expiry of the term of the second session of the Board. The remunerations of Ms. Hu and Mr. Zhao will be determined by the Remuneration and Appraisal Committee of the Company with reference to their qualifications, experience and prevailing market conditions, and subject to authorization by the AGM. As at the Latest Practicable Date, Ms. Hu and Mr. Zhao had not entered into any Director service contracts with the Company.

The biographical details of Ms. Hu and Mr. Zhao are set out below:

**Ms. Hu Keman (胡克嫻女士)**, whose previous name was Hu Keman (胡克曼), is aged 54. Ms. Hu has successively served as assistant to the chairman and deputy director of the Strategic Management Committee of Zoomlion Heavy Industry Science and Technology Co., Ltd. (listed on the Shenzhen Stock Exchange (stock code: 000157) (A shares) and the Hong Kong Stock Exchange (stock code: 01157) (H shares), respectively) since January 2013, the vice chairman of Zoomlion Group Finance Co., Ltd. (中聯重科集團財務有限公司) since May 2015; a director of Zoomlion Capital Co., Ltd. (中聯重科資本有限責任公司) since October 2015; and the chairman of Beijing Junlai Capital Management Co., Ltd. (北京君來資本管理有限公司) since June 2018.

Prior to that, Ms. Hu worked in Changsha Construction Machinery Research Institute of the Ministry of Construction of the PRC (the “MOC”) from October 1988 to February 1993, responsible for standards management. From February 1993 to June 2007, Ms. Hu served as a director of the office and manager of the real estate department of Zoomlion Heavy Industry Science and Technology Co., Ltd., which is mainly engaged in research and development, manufacturing, production and sales of high-tech equipment such as construction machinery and agricultural machinery. From June 2007 to May 2009, Ms. Hu served as the general manager of Changsha Zhongliang Real Estate Investment Co., Ltd. (長沙中糧地產投資有限公司). From May 2009 to December 2012, Ms. Hu worked as an investment consultant in Hongyi Investment (Beijing) Co., Ltd. (弘毅投資(北京)有限公司).

Ms. Hu obtained a bachelor’s degree in electrical engineering from Hunan University in June 1988 and a master’s degree in management science and engineering from Hunan University in June 2005.

**Mr. Zhao Zhengting (趙正挺先生)** is aged 48. Since October 2011, Mr. Zhao has been the secretary-general of the China Real Estate Chambers of Commerce, serving members, industry and the government.

Prior to that, Mr. Zhao worked in the Science and Technology Development Promotion Center of the MOC from September 1994 to May 2005, where he was engaged in information management of construction industry. From May 2005 to August 2009, Mr. Zhao served as a director of the China Real Estate Chamber of Commerce (全國工商聯房地產商會), where he was engaged in the promotion of green demonstration projects. From August 2009 to October 2011, Mr. Zhao served as secretary general of ELITE Science and Technology Foundation (北京精瑞科技基金會, now renamed as Beijing ELITE Habitat Development Foundation), where he was engaged in the promotion of science and technology public welfare projects.

Since January 2018, Mr. Zhao has been an independent director of Xiamen Dinek Intelligent Technology Co., Ltd. (廈門狄耐克智能科技股份有限公司) and is responsible for participating in the board decision-making process. Since March 2019, Mr. Zhao has been an independent director of Guangdong Jianlang Hardware Products Co., Ltd. (廣東堅朗五金製品股份有限公司) (listed on the Shenzhen Stock Exchange, stock code: 002791) and is responsible for participating in the board decision-making process.

Mr. Zhao obtained a bachelor's degree in computer science and technology from Beijing University of Technology in July 1994 and obtained a master's degree in industrial economics from Capital University of Economics and Business in January 2008. In 1998, Mr. Zhao won the construction advanced individual award from the MOC and participated in the drafting of Intelligent Buildings and Urban Information (智能建築與城市信息) and China's Green and Low Carbon Residential Technology Assessment Manual (中國綠色低碳住區技術評估手冊).

As at the Latest Practicable Date, to the knowledge of the Directors and except as disclosed above, Ms. Hu and Mr. Zhao have not held any directorship in other listed companies in the past three years or any other position in the Company or other member companies of the Group. Ms. Hu and Mr. Zhao are not connected with any other Directors, supervisors, senior management or substantial Shareholders (as defined under the Hong Kong Listing Rules) or controlling Shareholders of the Company.

As at the Latest Practicable Date, to the knowledge of the Directors, neither Ms. Hu nor Mr. Zhao has any interest or short position in the shares of the Company within the meaning of part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information required to be disclosed in accordance with any of the requirements set out in Rules 13.51(2) (h) to (v) of the Hong Kong Listing Rules in relation to the appointments of Ms. Hu and Mr. Zhao, nor is there any other matter that needs to be brought to the attention of the Shareholders.

The resolutions have been considered and approved by the Board and are hereby proposed for consideration by the Shareholders and Shareholder proxies at the AGM by way of ordinary resolutions.

### **PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS TO ISSUE DOMESTIC SHARES AND H SHARES**

In order to meet the capital requirements for the on-going business development of the Company and make flexible and effective use of the financing platforms, in accordance with relevant laws, regulations and other normative documents and capital market practices, the Company proposes, subject to the conditions set out below and the observation of relevant rules, to grant the Board a general mandate within the relevant period (as defined below) to allot, issue, and deal with additional domestic shares and/or H shares of the Company not exceeding 20% of each of the total number of domestic shares and/or H shares in issue as at the date when the resolution is approved at the AGM. As at the Latest Practicable Date, the issued share capital of the Company includes 365,604,000 domestic shares and 122,035,400 H shares. Upon approval of the resolution on the general mandate to issue domestic shares and H shares at the AGM, and assuming that there is no change in the number of domestic shares and H shares issued by the Company before the date of the AGM, the Company may issue up to 73,120,800 domestic shares and/or 24,407,080 H shares under the general mandate to issue domestic shares and H shares.

The general mandate to issue domestic shares and H shares shall remain effective until the earliest of (the “**Relevant Periods**”): (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution; or (ii) the expiration of the 12-month period following the passing of this resolution; or (iii) the revocation or variation of the mandate granted under the resolution by a special resolution of the Shareholders at a general meeting. Under the general mandate to issue domestic shares and H shares, any power exercised by the Board shall comply with the relevant requirements of the Hong Kong Listing Rules, the Articles of Association and relevant laws and regulations of China.

In order to improve the decision-making efficiency, reduce the examination and approval procedures and seize the market opportunity, it is proposed at the AGM that the Board be authorized to deal with all matters relating to the general mandate to issue domestic shares and H shares at its sole discretion, including but not limited to:

- (1) Approving, executing and making, or procuring to be executed and made, all such documents, deeds and matters that it may consider necessary in connection with the exercise of general mandate and/or the issue of such shares, including but not limited to: the time, price, quantity and place of the such issuance; submitting all necessary applications to relevant authorities; and entering into underwriting agreement(s) or any other agreement(s);
- (2) Determining the use of proceeds and making all necessary filing and registration with relevant authorities in the PRC, Hong Kong and/or any other regions and jurisdictions (as appropriate); and
- (3) Increasing the registered capital of the Company and making all necessary amendments to the Articles of Association to reflect the relevant increase, and registering the increased registered capital with relevant authorities to reflect the new registered capital and/or share capital structure of the Company.

The resolution has been considered and approved by the Board and is hereby proposed for consideration by the Shareholders and Shareholder proxies at the AGM by way of a special resolution.

#### **PROPOSED GRANT OF GENERAL MANDATE TO THE BOARD OF DIRECTORS TO REPURCHASE H SHARES**

In order to meet the capital requirements for the on-going business development of the Company and based on the potential actual needs of the Company for repurchasing shares, in accordance with relevant laws, regulations, other normative documents and capital market practices, the Company proposes to, subject to the conditions set out below and observation of relevant rules, grant the Board a general mandate to repurchase H shares within the relevant periods (as defined below), to repurchase not more than 10% of the total number of H shares issued by the Company as at the date the resolution is considered and approved at the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting. As at the Latest Practicable Date, the Company had issued 122,035,400 H shares. Upon approval of the resolution at the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting, and assuming that there is no change in the number of H shares issued by the Company before the date of the abovementioned meetings, the Company may repurchase up to 12,203,540 H shares under the general mandate to repurchase H shares.

The general mandate to repurchase H shares shall remain effective until the earliest of (the “**Relevant Periods**”): (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution; or (ii) the expiration of the 12-month period following the passing of the resolution; or (iii) the revocation or variation of the mandate granted under the resolution by a special resolution of the Shareholders at a general meeting or an H shareholders class meeting or a domestic shareholders class meeting. Under the general mandate to repurchase H Shares, any power exercised by the Board shall comply with the relevant requirements of the Hong Kong Listing Rules, the Articles of Association and relevant laws and regulations of China.

In order to improve the decision-making efficiency, reduce the examination and approval procedures and seize the market opportunity, it is proposed at the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting that the Board be authorized to deal with all matters relating to the general mandate to repurchase H shares at its sole discretion, including but not limited to:

- (1) Formulating and implementing specific repurchase plans, including but not limited to repurchase price, amount of repurchases, and determining the timing and period of repurchase;
- (2) Notifying creditors and publishing announcement(s) in accordance with the requirements of the Company Law of the PRC, the Articles of Association and relevant regulations as amended by the Hong Kong Stock Exchange from time to time (if applicable);
- (3) Opening an overseas stock account and completing the corresponding procedures of change in foreign exchange registration;
- (4) performing relevant approval procedures in accordance with the requirements of the regulatory authorities and the place of listing, including filing with China Securities Regulatory Commission;
- (5) Completing the procedure for the cancellation of repurchased shares, reducing the registered capital of the Company, making amendments to the relevant articles of the Articles of Association regarding the total amount of share capital, the structure of shareholding and etc., and performing the relevant legal registration and filing procedures according to the statutory requirements in the PRC and foreign regions; and
- (6) Signing and executing other documents and complete other matters related to share repurchase.

The explanation statement containing certain information of the general mandate to repurchase H shares is set out in Appendix II to this circular.

The resolution has been considered and approved by the Board and is hereby proposed for consideration by the Shareholders and Shareholder proxies at the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting by way of a special resolution.



*This appendix serves as an explanatory statement, as required by the Hong Kong Listing Rules, to provide the requisite information to enable you to make an informed decision on whether to vote for or against the special resolution to approve the grant of general mandate to the Board to repurchase H shares.*

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

## **HONG KONG LISTING RULES RELATING TO THE REPURCHASE OF SECURITIES**

The Hong Kong Listing Rules permit companies whose primary listing is on the Hong Kong Stock Exchange to repurchase their securities on the Hong Kong Stock Exchange subject to certain restrictions, the most important of which are summarized below. The Company is empowered by the Articles of Association to repurchase its own securities.

## **REGISTERED CAPITAL**

As at the Latest Practicable Date, the total issued share capital of the Company was RMB487,639,400, including 122,035,400 H shares and 365,604,000 domestic shares. Upon approval of the resolution on granting general mandate to the Board to repurchase H shares at the AGM, the H Shareholders Class Meeting and the Domestic Shareholders Class Meeting, and assuming that there is no change in the number of H shares issued by the Company before the date of the abovementioned meetings, the Company may repurchase up to 12,203,540 H shares under the general mandate of the resolution, being no more than 10% of the total nominal value of the H shares issued by the Company as of the date of the approval of the resolution.

## **REASONS FOR THE REPURCHASE**

In order to meet the capital requirements for the business development of the Company and based on the potential actual needs of the Company for repurchasing of H shares, the Company proposes to grant the Board a general mandate to repurchase H shares. The Directors believe that the general mandate to repurchase H shares is in the interests of the Company and its Shareholders as a whole. The Directors will only exercise the general mandate when they deem that the repurchase will benefit the Company and the Shareholders as a whole.

## **FUNDING OF THE REPURCHASE**

In repurchasing H shares, the Company may only apply funds from the Company's internal resources legally available for such purpose in accordance with the Articles of Association, the Hong Kong Listing Rules and the applicable laws, rules and regulations of the PRC (as the case may be).



Taking into account the current good working capital position of the Company, the Directors consider that, if the general mandate to repurchase H shares were to be exercised in full, it would not have a material adverse effect on the working capital and/or the gearing position of the Company as compared with its position as at December 31, 2019 as disclosed in the Company's latest published audited accounts contained in the 2019 annual report. However, the Directors do not intend to make any repurchases of H shares to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company. The number of H shares to be repurchased and the price of repurchase of H shares and other terms upon which the same are repurchased will be decided by the Directors at an appropriate time having taking into consideration the circumstances then prevailing, which shall be in the best interests of the Company and the Shareholders as a whole.

### STATUS OF REPURCHASED H SHARES

The Hong Kong Listing Rules provide that the listing of all the H shares repurchased by the Company shall automatically be cancelled and the relevant share certificates of such repurchased H shares shall be cancelled and destroyed. The Company's registered capital will be reduced by an amount equivalent to the aggregate nominal value of the H shares so cancelled.

### H SHARE PRICES

The highest and lowest prices at which the H Shares were traded on the Hong Kong Stock Exchange during the period from the Listing Date to and inclusive of the Latest Practicable Date were as follows:

Month	H Share (HK\$)	
	Highest price	Lowest price
<b>2019</b>		
November (since the Listing Date)	9.76	8.40
December	9.68	8.60
<b>2020</b>		
January	10.00	7.58
February	9.46	8.01
March	9.98	7.63
April (to the Latest Practicable Date)	9.80	8.62

### DIRECTORS' UNDERTAKING

The Directors have undertaken to the Hong Kong Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company under appropriate circumstances to make repurchases pursuant to the general mandate to repurchase H shares in accordance with the Hong Kong Listing Rules, the Articles of Association and the applicable laws, rules and regulations of the PRC.

**DISCLOSURE OF INTERESTS**

None of the Directors or their close associates (as defined in the Hong Kong Listing Rules), to the best of their knowledge, having made all reasonable enquiries, has any present intention to sell to the Company any of the H shares if the general mandate to repurchase H shares is approved at the AGM, the Domestic Shareholders Class Meeting and the H Shareholders Class Meeting.

None of the core connected persons (as defined under the Hong Kong Listing Rules) of the Company has notified the Company that he, she or it has a present intention to sell any H shares to the Company, or has undertaken not to do so, if the general mandate to repurchase H shares is exercised.

If a Shareholder's proportionate interest in the voting rights of the Company increases upon the Company exercising its powers to repurchase securities pursuant to the general mandate to repurchase H shares, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Zhang Jian (張劍先生) was the controlling shareholder of the Company and directly and indirectly held approximately 56.15% of the total issued share capital of the Company. The Company expects that the exercise of the general mandate to repurchase H shares in full will not have any implications for Mr. Zhang Jian under the Takeovers Code.

Assuming that there is no issue of shares between the Latest Practicable Date and the date of a repurchase, an exercise of the general mandate to repurchase H shares whether in whole or in part will not result in the percentage of the shares held by the public being less than the relevant prescribed minimum percentage as required by the Hong Kong Stock Exchange. Moreover, the Directors will not make H shares repurchase on the Hong Kong Stock Exchange if such repurchase would result in the requirements under Rule 8.08 of the Hong Kong Listing Rules not being complied with.

**SECURITIES REPURCHASE BY THE COMPANY**

The Company did not repurchase any H shares (whether on the Hong Kong Stock Exchange or otherwise) during the period from the Listing Date to and inclusive of the Latest Practicable Date.

---

# NOTICE OF 2019 ANNUAL 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 2019 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting for the year 2019 of Changsha Broad Homes Industrial Group Co., Ltd. (the “**Company**”) will be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, High-tech Development Zone, Changsha, Hunan Province, the PRC at 10:00 a.m. on Friday, May 15, 2020 (the “**AGM**”), for the purpose of considering and approving the following resolutions:

### **ORDINARY RESOLUTIONS:**

1. To consider and approve the report of the board of directors of the Company for the year 2019;
2. To consider and approve the report of the supervisory committee of the Company for the year 2019;
3. To consider and approve the audited financial statements of the Company for the year 2019;
4. To consider and approve the profit distribution plan of the Company for the year 2019;
5. To consider and approve the remunerations of directors and supervisors of the Company for the year 2019;
6. To consider and approve the financing and guarantee limit of the Company and its subsidiaries for the year 2020;
7. To consider and approve the engagement of auditors of the Company for the year 2020;
8. To consider and approve the amendments to the Rules of Procedure of General Meetings of Changsha Broad Homes Industrial Group Co., Ltd. (I);
9. To consider and approve the amendments to the Rules of Procedure of General Meetings of Changsha Broad Homes Industrial Group Co., Ltd. (II);
10. To consider and approve the amendments to the Rules of Procedure of Board of Directors of Changsha Broad Homes Industrial Group Co., Ltd.;

---

## NOTICE OF 2019 ANNUAL GENERAL MEETING

---

11. To consider and approve the appointment of Hu Keman as a non-executive director of the second session of the board of directors of the Company;
12. To consider and approve the appointment of Zhao Zhengting as an independent non-executive director of the second session of the board of directors of the Company;

### SPECIAL RESOLUTIONS:

13. To consider and approve the amendments to the Articles of Association of Changsha Broad Homes Industrial Group Co., Ltd. (I);
14. To consider and approve the amendments to the Articles of Association of Changsha Broad Homes Industrial Group Co., Ltd. (II);
15. To consider and approve the grant of general mandate to the board of directors of the Company to issue domestic shares and H shares;
16. To consider and approve the grant of general mandate to the board of directors of the Company to repurchase H shares.

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

March 30, 2020

*As at the date of this notice, the Board of Directors of the Company comprises Mr. Zhang Jian, Ms. Tang Fen, Ms. Shi Donghong, Mr. Zhang Kexiang and Mr. Tan Xinming as Executive Directors; Mr. Zhang Quanaxun as non-Executive Director; and Mr. Chen Gongrong, Mr. Li Zhengnong and Mr. Wong Kai Yan Thomas as Independent non-Executive Directors.*

*Notes:*

#### **1. CLOSURE OF REGISTER OF MEMBERS TO DETERMINE ENTITLEMENT TO ATTEND THE AGM**

In order to ascertain shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, April 15, 2020 to Friday, May 15, 2020 (both days inclusive). Shareholders whose names appear on the register of members of the Company at the opening of business on Friday, May 15, 2020 are entitled to attend and vote at the AGM. In order to qualify for attending and voting at the AGM, 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 Tuesday, April 14, 2020.

---

# NOTICE OF 2019 ANNUAL GENERAL MEETING

---

## 2. CLOSURE OF REGISTER OF MEMBERS TO DETERMINE ENTITLEMENT TO 2019 FINAL DIVIDEND

The Board has proposed the payment of a final dividend for the year ended December 31, 2019 of RMB0.5 per share (tax inclusive), and approximately RMB243,819,700 in total. Provided that the resolution numbered 4 as set out in this notice is approved at the AGM by way of an ordinary resolution, the final dividend is expected to be paid on or before Wednesday, June 24, 2020 to the shareholders whose names appear on the register of members of the Company on Tuesday, May 26, 2020.

In order to ascertain shareholders' entitlement to receive the 2019 final dividend, the register of members of the Company will also be closed from Thursday, May 21, 2020 to Tuesday, May 26, 2020 (both days inclusive). In order to qualify for receiving the 2019 final dividend, which is subject to approval by the shareholders, all transfer documents 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 Wednesday, May 20, 2020.

## 3. APPOINTMENT OF PROXIES

A shareholder entitled to attend and vote at the AGM 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 AGM 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 AGM (i.e. no later than 10:00 a.m. on Thursday, May 14, 2020) 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 AGM if you so wish.

## 4. REPLY SLIP

Shareholders of the Company who intend to attend the AGM in person or by proxy should deliver the reply slip to the Company's H share registrar, 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) on or before Friday, April 24, 2020 by hand, by post or by fax.

## 5. 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 resolutions as set out in the notice of the AGM will be taken by poll. The announcement of poll results will be published on the website of the Company ([www.bhome.com.cn](http://www.bhome.com.cn)) and the HKExnews website of the Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) in accordance with the Listing Rules.

---

## NOTICE OF 2019 ANNUAL GENERAL MEETING

---

### 6. MISCELLANEOUS

- (1) The AGM is expected to last for no more than half a day. Shareholders or their proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.
- (2) Shareholders or their proxies shall produce their identity proof when attending the AGM (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 reply slip or 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: Yin Zhankui
- (5) For details of the resolutions to be proposed at the AGM for consideration and approving, please refer to the circular of the Company to be published on or before April 20, 2020 in relation to the AGM, the H shareholders class meeting and the domestic shareholders class meeting.

---

# NOTICE OF 2020 FIRST H SHAREHOLDERS CLASS 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 2020 FIRST H SHAREHOLDERS CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the first H shareholders class meeting for the year 2020 of Changsha Broad Homes Industrial Group Co., Ltd. (the “**Company**”) will be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, High-tech Development Zone, Changsha, Hunan Province, the PRC at 11:00 a.m. (or immediately after conclusion of the 2019 annual general meeting or any adjournment thereof) on Friday, May 15, 2020 (the “**H Shareholders Class Meeting**”), for the purpose of considering and approving the following resolutions:

### **SPECIAL RESOLUTIONS:**

1. To consider and approve the amendments to the Articles of Association of Changsha Broad Homes Industrial Group Co., Ltd. (II);
2. To consider and approve the amendments to the Rules of Procedure of General Meetings of Changsha Broad Homes Industrial Group Co., Ltd. (II);
3. To consider and approve the grant of general mandate to the board of directors of the Company to repurchase H shares.

On behalf of the Board

**Changsha Broad Homes Industrial Group Co., Ltd.**

**Zhang Jian**

*Chairman*

March 30, 2020

*As at the date of this notice, the Board of Directors of the Company comprises Mr. Zhang Jian, Ms. Tang Fen, Ms. Shi Donghong, Mr. Zhang Kexiang and Mr. Tan Xinming as Executive Directors; Mr. Zhang Quanxun as non-Executive Director; and Mr. Chen Gongrong, Mr. Li Zhengnong and Mr. Wong Kai Yan Thomas as Independent non-Executive Directors.*

---

# NOTICE OF 2020 FIRST H SHAREHOLDERS CLASS MEETING

---

Notes:

**1. CLOSURE OF REGISTER OF MEMBERS TO DETERMINE ENTITLEMENT TO ATTEND THE H SHAREHOLDERS CLASS MEETING**

In order to ascertain H shareholders' entitlement to attend at the H Shareholders Class Meeting, the register of members of H Shares of the Company will be closed from Wednesday, April 15, 2020 to Friday, May 15, 2020 (both days inclusive). H shareholders whose names appear on the register of members of the Company at the opening of business on Friday, May 15, 2020 are entitled to attend and vote at the H Shareholders Class Meeting. In order to qualify for attending and voting at the H Shareholders Class Meeting, 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 Tuesday, April 14, 2020.

**2. APPOINTMENT OF PROXIES**

A shareholder entitled to attend and vote at the H Shareholders Class Meeting 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 H Shareholders Class Meeting 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 not less than 24 hours before the time appointed for the holding of the H Shareholders Class Meeting (i.e. no later than 11:00 a.m. on Thursday, May 14, 2020) 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 H Shareholders Class Meeting if you so wish.

**3. REPLY SLIP**

H shareholders who intend to attend the H Shareholders Class Meeting in person or by proxy should deliver the reply slip to the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong on or before Friday, April 24, 2020 by hand, by post or by fax.

**4. 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 resolutions as set out in the notice of the H Shareholders Class Meeting will be taken by poll. The announcement of poll results will be published on the website of the Company ([www.bhome.com.cn](http://www.bhome.com.cn)) and the HKExnews website of the Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) in accordance with the Listing Rules.

**5. MISCELLANEOUS**

- (1) The H Shareholders Class Meeting is expected to last for no more than half a day. Shareholders or their proxies attending the H Shareholders Class Meeting shall be responsible for their own travelling and accommodation expenses.
- (2) Shareholders or their proxies shall produce their identity proof when attending the H Shareholders Class Meeting (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 reply slip or form of proxy)  
Tel: (852) 2862 8555  
Fax: (852) 2865 0990
- (4) For details of the resolutions to be proposed at the H Shareholders Class Meeting for consideration and approving, please refer to the circular of the Company to be published on or before April 20, 2020 in relation to the annual general meeting, the H Shareholders Class Meeting and the domestic shareholders class meeting.



---

# NOTICE OF 2020 FIRST DOMESTIC SHAREHOLDERS CLASS 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 2020 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING

**NOTICE IS HEREBY GIVEN** that the first domestic shareholders class meeting for the year 2020 of Changsha Broad Homes Industrial Group Co., Ltd. (the “**Company**”) will be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, High-tech Development Zone, Changsha, Hunan Province, the PRC at 11:30 a.m. (or immediately after conclusion of the 2020 first H shareholders class meeting or any adjournment thereof) on Friday, May 15, 2020 (the “**Domestic Shareholders Class Meeting**”), for the purpose of considering and approving the following resolutions:

### **SPECIAL RESOLUTIONS:**

1. To consider and approve the amendments to the Articles of Association of Changsha Broad Homes Industrial Group Co., Ltd. (II);
2. To consider and approve the amendments to the Rules of Procedure of General Meetings of Changsha Broad Homes Industrial Group Co., Ltd. (II);
3. To consider and approve the grant of general mandate to the board of directors of the Company to repurchase H shares.

On behalf of the Board

**Changsha Broad Homes Industrial Group Co., Ltd.**

**Zhang Jian**

*Chairman*

March 30, 2020

*As at the date of this notice, the Board of Directors of the Company comprises Mr. Zhang Jian, Ms. Tang Fen, Ms. Shi Donghong, Mr. Zhang Kexiang and Mr. Tan Xinming as Executive Directors; Mr. Zhang Quanaxun as non-Executive Director; and Mr. Chen Gongrong, Mr. Li Zhengnong and Mr. Wong Kai Yan Thomas as Independent non-Executive Directors.*

---

# NOTICE OF 2020 FIRST DOMESTIC SHAREHOLDERS CLASS MEETING

---

Notes:

**1. CLOSURE OF REGISTER OF MEMBERS TO DETERMINE ENTITLEMENT TO ATTEND THE DOMESTIC SHAREHOLDERS CLASS MEETING**

In order to ascertain domestic shareholders' entitlement to attend at the Domestic Shareholders Class Meeting, the register of members of domestic shares of the Company will be closed from Wednesday, April 15, 2020 to Friday, May 15, 2020 (both days inclusive). Domestic shareholders whose names appear on the register of members of the Company at the opening of business on Friday, May 15, 2020 are entitled to attend and vote at the Domestic Shareholders Class Meeting. In order to qualify for attending and voting at the Domestic Shareholders Class Meeting, all duly completed transfer documents accompanied by the relevant share certificates of domestic shareholders whose transfer has not been registered shall be lodged with the Company's headquarters and principal place of business at No. 248 Yinshuang Road, Yuelu District, Changsha, Hunan Province, the PRC for registration before 4:30 p.m. on Tuesday, April 14, 2020.

**2. APPOINTMENT OF PROXIES**

A shareholder entitled to attend and vote at the Domestic Shareholders Class Meeting 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 Domestic Shareholders Class Meeting 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 Company's headquarters and principal place of business 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 Domestic Shareholders Class Meeting (i.e. no later than 11:30 a.m. on Thursday, May 14, 2020) 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 Domestic Shareholders Class Meeting if you so wish.

**3. REPLY SLIP**

Domestic shareholders who intend to attend the Domestic Shareholders Class Meeting in person or by proxy should deliver the reply slip to the Company's headquarters and principal place of business at No. 248 Yinshuang Road, Yuelu District, Changsha, Hunan Province, the PRC on or before Friday, April 24, 2020 by hand, by post or by fax.

**4. 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 resolutions as set out in the notice of the Domestic Shareholders Class Meeting will be taken by poll. The announcement of poll results will be published on the website of the Company ([www.bhome.com.cn](http://www.bhome.com.cn)) and the HKExnews website of the Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) in accordance with the Listing Rules.

**5. MISCELLANEOUS**

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

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

(3) 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: Yin Zhankui

(4) For details of the resolutions to be proposed at the Domestic Shareholders Class Meeting for consideration and approving, please refer to the circular of the Company to be published on or before April 20, 2020 in relation to the annual general meeting, the H shareholders class meeting and the Domestic Shareholders Class Meeting.