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

**長沙遠大住宅工業集團股份有限公司**

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

**(Stock Code: 2163)**

**ANNOUNCEMENT**  
**PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION AND**  
**PROPOSED APPOINTMENTS OF DIRECTORS**

This announcement is published by Changsha Broad Homes Industrial Group Co., Ltd. (the “**Company**”) in accordance with Rules 13.51(1) and 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Hong Kong Listing Rules**”).

**I. 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 of directors of the Company (the “**Board**”) proposed to make amendments to the relevant articles of the articles of association of the Company (the “**Article 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 amendments involve the interests of class shareholders of the Company (the “**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. On March 26, 2020, 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**”), 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**”), which involves the interests of Class Shareholders.

Details of the proposed amendments of Resolution I 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>11</b> directors, including one chairman and <b>four</b> independent non-executive directors.</p>

Details of the proposed amendments of Resolution II 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 approved to propose the Resolution I to the 2019 annual general meeting of the Company to be held on Friday, May 15, 2020 (the “AGM”) for consideration and approval by way of a special resolution and the proposed amendments in the Resolution I shall take effect from approval at the AGM. The Board approved to propose the Resolution II to the AGM, the first H shareholders class meeting in 2020 (the “**H Shareholders Class Meeting**”) and the first domestic shareholders class meeting in 2020 (the “**Domestic Shareholders Class Meeting**”) for consideration and approval by way of a special resolution and the proposed amendments in the Resolution II 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 and the Resolution II, the current prevailing Articles of Association shall remain in force.

The Board considered and proposed to the shareholders of the Company (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.

## II. PROPOSED APPOINTMENTS OF DIRECTORS

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 directors of the Company (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, and approved to propose the same to the AGM for consideration and approval by way of ordinary resolutions.

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 date of this announcement, Ms. Hu and Mr. Zhao had not entered into any Director service contract with the Company.

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

**Ms. Hu Keman (胡克嫻)**, 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)** 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 date of this announcement, 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 date of this announcement, 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.

A circular containing, among others, further details regarding the proposed amendments in the Resolution I and the Resolution II, and the proposed appointments of Directors will be despatched to Shareholders in due course.

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

Changsha, China, March 26, 2020

*As at the date of this announcement, 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.*