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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)**

## **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.;
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 Quaxun 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.

## **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 need 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.

## 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.