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**建業地產股份有限公司 \***

**Central China Real Estate Limited**

*(Incorporated in the Cayman Islands with limited liability)*

(Stock Code: 0832)

**PROPOSED AMENDMENTS TO  
THE ARTICLES OF ASSOCIATION  
AND THE ADOPTION OF THE AMENDED AND  
RESTATED ARTICLES OF ASSOCIATION**

The board of directors (the “**Board**”) of Central China Real Estate Limited (the “**Company**”) proposes to (i) make certain amendments (the “**Proposed Amendments**”) to the current articles of association of the Company (the “**Current Articles**”), for the purpose of, among others, permitting the Company to hold hybrid general meetings and electronic general meetings, to bring the Current Articles in line with amendments made to the applicable laws of the Cayman Islands and the Rules (the “**Listing Rules**”) Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and to incorporate certain housekeeping amendments; and (ii) adopt the amended and restated articles of association of the Company incorporating and consolidating all the Proposed Amendments (the “**Amended and Restated Articles of Association**”) in substitution for the Current Articles. A summary of the major changes to the Current Articles to be made by the Proposed Amendments is set out below:

- (1) to allow all general meetings (including an annual general meeting and any adjourned or postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting;
- (2) to insert the definitions of “electronic meeting”, “hybrid meeting”, “Meeting Location”, “physical meeting”, and “Principal Meeting Place”, and make corresponding changes to the relevant provisions of the Current Articles;
- (3) to include additional details to be specified in a notice of general meeting in light of allowing general meetings to be held at one or more meeting locations, or as a hybrid meeting or an electronic meeting;
- (4) to provide that the chairman of the general meeting may, with the consent of the meeting at which a quorum is present, adjourn the meeting from time to time (or indefinitely) and/or from place to place(s) and/or from one form to another (a physical meeting, a hybrid meeting or an electronic meeting);
- (5) to provide for the proceedings of general meetings which are held at one or more locations, or as a hybrid meeting or an electronic meeting, and the powers of the Board and the chairman of the meeting in relation thereto;
- (6) to provide that, where the directors of the Company (the “**Directors**”), in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold a general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling for such meeting, they may change or postpone the meeting to another date, time and/or place, change the electronic facilities and/or change the form of the meeting (a physical meeting, a hybrid meeting or an electronic meeting) without approval from the shareholders of the Company; and
- (7) to provide that votes (other than on a show of hands) may be cast by such means, electronic or otherwise, as the Directors or the chairman of the meeting may determine.

Other housekeeping amendments to the Current Articles are also proposed, including making consequential amendments in connection with the above amendments to the Current Articles and for clarity and consistency with the other provisions of the Current Articles where it is considered desirable and to better align the wording with those of the Listing Rules and the applicable laws of the Cayman Islands, as appropriate.

The Proposed Amendments as well as the adoption of the Amended and Restated Articles of Association are subject to approval by the shareholders of the Company at the annual general meeting to be held on 12 May 2021 or any adjourned meeting by way of special resolution. A circular of the Company containing detailed information of the Proposed Amendments as well as the adoption of the Amended and Restated Articles of Association will be despatched to the shareholders of the Company in due course.

By Order of the Board  
**Central China Real Estate Limited**  
**Wu Po Sum**  
*Chairman*

Hong Kong, 7 April 2021

*As at the date of this announcement, the Board comprises nine Directors, of which Mr. Wu Po Sum, Mr. Wang Jun and Mr. Yuan Xujun are executive Directors, Mr. Lim Ming Yan, Ms. Wu Wallis (alias Li Hua) and Ms. Chen Ying are non-executive Directors, Mr. Cheung Shek Lun, Mr. Xin Luo Lin and Dr. Sun Yuyang are independent non-executive Directors.*

\* *For identification purposes only*