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建業新生活有限公司
Central China New Life Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9983)

(1) ADOPTION OF SHARE AWARD SCHEME
(2) GRANT OF AWARD SHARES
AND
(3) ISSUE OF NEW SHARES UNDER GENERAL MANDATE
PURSUANT TO SHARE AWARD SCHEME

ADOPTION OF SHARE AWARD SCHEME

On 12 July 2021 (after trading hours), the Board resolved to adopt the Share Award Scheme with immediate effect. Award Shares shall be issued and granted pursuant to the Share Award Scheme to employees who have made outstanding contributions to the Group's development and employees who have a long employment relationship with the Group, for the purposes of showing the Group's appreciation and providing incentives for their dedication and contribution as well as cultivating a sense of partnership on the part of the employees such that they would work towards enhancing the value of the Group.

Accordingly, the Company will entrust the Trustee to hold the Award Shares on behalf of the relevant Selected Participants on trust, until such Award Shares are vested with the relevant Selected Participants in accordance with the Scheme Rules and the Trust Deed. The Board or its delegate(s) would determine the timing of awards, list of Selected Participants, the timing and condition of vesting and number of Award Shares based on the overall results and performance of the Group and contributions made by the Eligible Persons, as part of the overall remuneration system of the Group.

GRANT OF AWARD SHARES

On 12 July 2021 (after trading hours), the Board resolved to grant 23,027,000 Award Shares to 35 Selected Participants in accordance with the terms of the Share Award Scheme.

ISSUE OF NEW SHARES UNDER GENERAL MANDATE

All Award Shares were granted to the Grantees who are not connected persons of the Company. New Shares shall be allotted and issued pursuant to the 2021 General Mandate to the Trustee pursuant to the terms of the Share Award Scheme in order to satisfy the Award Shares granted to the Grantees.

LISTING RULES IMPLICATIONS

The Share Award Scheme does not constitute a share option scheme under Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. No Shareholders' approval is required to adopt the Share Award Scheme.

None of the Grantees is a connected person of the Company and none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or an associate (as defined in the Listing Rules) of any of them, and the Company has no intention to grant any Award Shares to any connected persons of the Company.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of approval for the listing of, and permission to deal in, the 23,027,000 new Shares to be allotted and issued.

ADOPTION OF SHARE AWARD SCHEME

On 12 July 2021 (after trading hours), the Board resolved to adopt the Share Award Scheme with immediate effect. Award Shares shall be issued and granted pursuant to the Share Award Scheme to employees who have made outstanding contributions to the Group's development and employees who have a long employment relationship with the Group, for the purposes of showing the Group's appreciation and providing incentives for their dedication and contribution as well as cultivating a sense of partnership on the part of the employees such that they would work towards enhancing the value of the Group.

Accordingly, the Company will entrust the Trustee to hold the Award Shares on behalf of the relevant Selected Participants on trust, until such Award Shares are vested with the relevant Selected Participants in accordance with the Scheme Rules and the Trust Deed. The Board or its delegate(s) would determine the timing of awards, list of Selected Participants, the timing and condition of vesting and number of Award Shares based on the overall results and performance of the Group and contributions made by the Eligible Persons, as part of the overall remuneration system of the Group.

A summary of the Scheme Rules is set out below in this announcement:

1. Eligible Person to the Share Award Scheme

Pursuant to the Scheme Rules, any individual, being an employee who the Board or its delegate(s) considers, in its sole discretion, to have contributed or will contribute to the Group, shall be an Eligible Person. However, no individual who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual, shall be entitled to participate in the Share Award Scheme and such individual shall therefore be excluded from the term Eligible Person.

2. Administration

The Share Award Scheme is subject to the administration of the Board in accordance with the Scheme Rules and, where applicable, the Trust Deed. A decision of the Board or its delegate(s) shall be final and binding on all persons affected thereby.

3. Scheme Limit

The aggregated maximum number of Shares underlying all grants made pursuant to the Share Award Scheme (excluding Award Shares that have been forfeited in accordance with the Share Award Scheme) must not exceed 10% of the total issued share capital of the Company as at the Adoption Date (i.e. 126,993,400 Shares).

4. Voting Rights

For any Award Shares that have not yet been vested, neither the Selected Participant nor the Trustee may exercise any voting rights in respect of such Award Shares. For other Shares held by the Trustee which have not been granted to any Selected Participants, the Board or its delegate(s) will not give any instruction to the Trustee so that no votes will be cast for those ungranted Shares and the Trustee shall also abstain from voting with respect to such Shares.

5. Restrictions

If any Director possesses unpublished inside information in relation to the Company, or where dealings by Directors are prohibited under any code or requirement of the Listing Rules or any applicable laws from time to time, the Board or its delegate(s) shall not make any Award to the Selected Participants and give any directions or recommendations to the Trustee with respect to a grant of an Award under the Share Award Scheme.

6. Vesting and Lapse

Pursuant to the Scheme Rules, the Board or its delegate(s), may from time to time while the Share Award Scheme is in force and subject to all applicable laws, select any Eligible Person to be a Selected Participant, and determine, among other things, the timing of awards, list of Selected Participants, number of Award Shares, Vesting Dates and conditions of vesting, and performance targets that must be achieved before any of the Award Shares may be vested in the Selected Participants under such Award.

When a Selected Participant has satisfied all vesting conditions specified (and as may be waived or amended from time to time) by the Board or its delegate(s) and becomes entitled to the Award, the Trustee shall transfer the relevant Award Shares to such Selected Participant on the relevant Vesting Date.

The Selected Participants shall have right to all economic interests in connection with or arising out of each Award Share, and save and except for the aforesaid, the Selected Participants shall have only a contingent interest in the Award subject to the vesting of such Award in accordance with the Share Award Scheme.

Unless otherwise determined by the Board or its delegate(s) at their absolute discretion, any outstanding Award Shares not yet vested shall be immediately forfeited when the Selected Participant fails to fulfil all required vesting conditions by the stipulated Vesting Date, or when the Selected Participant ceases to be an Eligible Person for reasons including, among others, retirement, death, conviction of any criminal offence involving integrity or honesty, termination of employment or contractual engagement with the Group and bankruptcy. In any such case, the Award Shares awarded but have not been vested in the Selected Participant will lapse and be returned to the Trust in accordance with the Scheme Rules.

7. Duration and Termination

Unless early terminated by the Board, the Share Award Scheme shall be effective for ten years from the Adoption Date.

Subject to the Scheme Rules, the Share Award Scheme shall terminate on the earlier of (a) the end of the Award Period except in respect of any non-vested Award Shares granted prior to the expiration of the Share Award Scheme, for the purpose of giving effect to the vesting of such Award Shares or otherwise as may be required in accordance with the Share Award Scheme or (b) such date of early termination as determined by the Board or its delegate(s) provided that such termination shall not affect any subsisting rights of any Selected Participant under the Share Award Scheme.

GRANT OF AWARD SHARES

On 12 July 2021 (after trading hours), the Board resolved to, in accordance with the Share Award Scheme, grant 23,027,000 Award Shares to the 35 Selected Participants (the “**Grantees**”) at the Grant Price, being HK\$7.18 per Award Share, which represents (i) nil discount to the closing price of HK\$7.18 per Share as quoted on the Stock Exchange on the date of this announcement; and (ii) a premium of approximately 1.56% to the average closing price of approximately HK\$7.07 per Share as quoted on the Stock Exchange for the last five consecutive trading days immediately prior to the date of this announcement, subject to the acceptance of such Selected Participants within 30 days.

The Award Shares shall be held on trust for the Grantees by the Trustee which shall transfer the Award Shares to the Grantees upon the Vesting Dates subject to payment of the Grant Price and satisfaction of vesting conditions specified by the Board in the award letters issued to each Grantee.

To accept the Award, the Grantees shall complete the steps set out in the award letters issued to them, which include, among other things, paying the consideration (calculated by multiplying the number of Award Shares and the Grant Price) to the Company.

The Grantees may apply for an interest-free loan from the Company, and such loan amount shall not exceed 100% of the consideration payable for the Award Shares. Where a Grantee has fulfilled all required vesting conditions by a Vesting Date, he/she shall repay such portion of the loan corresponding to the Award Shares vested. The term of the loan shall be from the drawdown date until the earlier of: (i) the date falling on the third anniversary of the drawdown date, or (ii) the date on which the Grantee ceases to be an Eligible Person, or (iii) the date on which the full principal amount of the loan has been repaid. If a Grantee, who has taken out the interest-free loan from the Company, (i) holds any unvested Award Shares on the date on which such Grantee ceases to be an Eligible Person, or (ii) holds any unvested Award Shares after the relevant Vesting Date due to the Grantee's failure to meet all vesting conditions, the loan for the portion of the unvested Award Shares shall be deemed to have been repaid. If a Grantee, who has paid consideration for the relevant Award Shares upon grant and has not taken out the interest-free loan from the Company, (i) holds any unvested Award Shares on the date on which such Grantee ceases to be an Eligible Person, or (ii) holds any unvested Award Shares after the relevant Vesting Date due to the Grantee's failure to meet all vesting conditions, the Company shall refund the relevant Grantee an amount calculated by multiplying the number of unvested Award Shares as at such date and the Grant Price after taking into account of the effect of any share consolidation and/or share sub-division (if any). In both such cases, (i) the Award in respect of such unvested Award Shares will lapse and such unvested Award Shares will be returned to the Trust in accordance with the Scheme Rules; and (ii) such returned Shares shall be applied by the Trustee towards future Awards in accordance with the Scheme Rules.

None of the Grantees is a connected person of the Company and none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or an associate (as defined in the Listing Rules) of any of them.

ISSUE OF NEW SHARES UNDER GENERAL MANDATE PURSUANT TO THE SHARE AWARD SCHEME

In relation to the 23,027,000 Award Shares granted to the Grantees, new Shares shall be allotted and issued, pursuant to the 2021 General Mandate, to the Trustee, all of which shall be issued at the Issue Price, being HK\$7.18 per Award Share. The aggregate nominal value of the 23,027,000 new Shares is HK\$230,270. Pursuant to the 2021 General Mandate, the Company can issue and allot a maximum number of 251,448,400 Shares (being 20% of the total number of the issued shares of the Company as at 7 May 2021, being the date of the relevant annual general meeting of the Company). Therefore, the issue of the new Shares is not subject to approval by the Shareholders. Except for the aforesaid issue of 23,027,000 new Shares, no new Share has been issued or allotted under the 2021 General Mandate. As at the date of this announcement, the Trustee is a third party independent of the Company and it is not a connected person of the Company. Upon the allotment of the 23,027,000 new Shares, the Trustee will hold such Shares on trust for the Grantees and will transfer the respective proportions to each of them upon vesting of their respective Award Shares. The new Shares to be issued and allotted by the Company to satisfy the 23,027,000 Award Shares represent (i) approximately 1.81% of the total issued Shares as at the date of this announcement; and (ii) approximately 1.78% of the total issued Shares as enlarged by such allotment and issue. The new Shares will rank *pari passu* among themselves and with the other Shares in issue. The issue of the new Shares is not subject to any conditions.

The gross and net proceeds from the issue and allotment of 23,027,000 new Shares as the Award Shares are expected to be HK\$165,333,860 and HK\$165,333,860, respectively. It is intended that the net proceeds will be applied for working capital and general corporate purposes. The Issue Price is equivalent to the Grant Price. The market price of the Shares is HK\$7.18 per Share, being the closing price per Share as quoted on the Stock Exchange on the date of this announcement. The net price for each of the Award Shares is estimated to be approximately HK\$7.18 per Share.

The Company has not engaged in any fund raising activities by any issue of Shares in the 12 months immediately preceding the date of this announcement.

LISTING RULES IMPLICATIONS

The Share Award Scheme does not constitute a share option scheme under Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. No Shareholders' approval is required to adopt the Share Award Scheme.

None of the Grantees is a connected person of the Company and none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or an associate (as defined in the Listing Rules) of any of them, and the Company has no intention to grant any Award Shares to any connected persons of the Company.

Application will be made by the Company to the Listing Committee of the Stock Exchange for the grant of approval for the listing of, and permission to deal in, the 23,027,000 new Shares to be allotted and issued.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions have the following meanings:

“2021 General Mandate”	the general mandate granted by the Shareholders at the annual general meeting of the Company held on 7 May 2021;
“Adoption Date”	12 July 2021, being the date on which the Board adopted the Share Award Scheme;
“Award”	an award granted by the Board to a Selected Participant pursuant to the Scheme Rules;
“Award Period”	the period commencing on the Adoption Date, and ending on the Business Day immediately prior to the tenth anniversary of the Adoption Date;
“Award Shares”	in respect of a Selected Participant, such number of Shares awarded by the Board pursuant to the Scheme Rules;
“Board”	the board of Directors of the Company;
“Business Day(s)”	any day on which the Stock Exchange is open for the business of dealing in securities;
“Company”	Central China New Life Limited, a company incorporated in the Cayman Islands with limited liability whose Shares are listed on the Stock Exchange;
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules;

“Director(s)”	the directors of the Company;
“Eligible Person(s)”	any individual, being an employee who the Board or its delegate(s) considers, in their sole discretion, to have contributed or will contribute to the Group, subject to certain qualifications as set out in the Scheme Rules;
“Grant Price”	the consideration payable by the Selected Participants for each Award Share upon acceptance of an Award;
“Grantee(s)”	a Selected Participant who has accepted the grant of an Award;
“Group”	the Company and its subsidiaries;
“HK\$”	the lawful currency for the time being of the Hong Kong Special Administrative Region;
“Issue Price”	HK\$7.18 per new Share;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Scheme Rules”	the rules of the Share Award Scheme, as amended from time to time;
“Selected Participant(s)”	any Eligible Person approved for participation in the Share Award Scheme;
“Share Award Scheme”	the share award scheme adopted by the Company on the Adoption Date (in its present or any amended form);
“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Trust”	the trust to be constituted by the Trust Deed;

“Trust Deed”	a trust deed to be entered into between the Company and the Trustee (as restated, supplemented and amended from time to time);
“Trustee”	Computershare Hong Kong Trustees Limited, the trustee (who is an independent third party) to be appointed by the Board to hold the Shares and manage the Trust in accordance with the terms and conditions of the Trust Deed for the benefit of the Selected Participants;
“Vesting Date”	in respect of a Selected Participant, the vesting date on which the Trustee may vest the legal and beneficial ownership of the relevant Award Shares (or the relevant portions thereof) in such Selected Participant; and
“%”	per cent.

By order of the Board
Central China New Life Limited
Wang Jun
Chairman

Hong Kong, 12 July 2021

As at the date of this announcement, the Board comprises: (i) Mr. Wang Jun (Chairman) and Mr. Wang Qian as executive Directors; (ii) Ms. Min Huidong and Ms. Wu Lam Li as non-executive Directors; and (iii) Mr. Leong Chong, Ms. Luo Laura Ying and Ms. Xin Zhu as independent non-executive Directors.

This announcement is available for viewing on the website of the Stock Exchange at www.hkexnews.hk and the Company’s website at www.ccnewlife.com.cn.