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If you have sold or transferred all your shares in **Central China New Life Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.



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)

**PROPOSED DECLARATION AND PAYMENT OF INTERIM DIVIDEND
OUT OF THE SHARE PREMIUM ACCOUNT
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at Room 7706, 77/F International Commerce Center, No. 1 Austin Road West, Kowloon, Hong Kong on Thursday, 15 September 2022 at 11:00 a.m. is set out in this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the proxy form in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the extraordinary general meeting and any adjournment thereof should you so wish.

To the extent that there are any inconsistencies between the English version and the Chinese version of this circular, the English version shall prevail.

26 August 2022

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise.

“Articles of Association” or “Articles”	the amended and restated articles of association of the Company
“Board”	the board of Directors
“Company”	Central China New Life Limited (建業新生活有限公司), an exempted company incorporated on 16 October 2018 under the laws of the Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room 7706, 77/F International Commerce Center, No. 1 Austin Road West, Kowloon, Hong Kong on Thursday, 15 September 2022 at 11:00 a.m., to consider and, if appropriate, to approve the declaration and payment of the Interim Dividend out of the Share Premium Account, or any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Interim Dividend”	the proposed interim dividend of HK\$21.1 cents per Share as recommended by the Board
“Latest Practicable Date”	22 August 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Record Date”	Wednesday, 21 September 2022, the date for the determining of the entitlement to the Interim Dividend
“RMB”	Renminbi, the lawful currency of the People’s Republic of China

DEFINITIONS

“Share(s)”	ordinary share(s) with a nominal value of HK\$0.01 each in the share capital of the Company
“Share Premium Account”	the share premium account of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Wang Jun (*Chairman*)

Mr. Wang Qian

Non-executive Directors:

Ms. Wu Lam Li

Ms. Min Huidong

Independent non-executive Directors:

Mr. Leong Chong

Ms. Luo Laura Ying

Ms. Xin Zhu

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Place of business in Hong Kong:

Room 7706, 77th Floor

International Commerce Centre

1 Austin Road West

Kowloon

Hong Kong

26 August 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSED DECLARATION AND PAYMENT OF INTERIM DIVIDEND
OUT OF THE SHARE PREMIUM ACCOUNT**

1. INTRODUCTION

As disclosed in the interim results announcement of the Company for the six months ended 30 June 2022 dated 22 August 2022, the Board recommended the declaration and payment of the Interim Dividend out of the Share Premium Account to the Shareholders whose names appear on the register of members of the Company at the close of business on the Record Date, subject to the Shareholders' approval at the EGM.

LETTER FROM THE BOARD

2. THE INTERIM DIVIDEND

As stated in the Company's interim results announcement for the six months ended 30 June 2022 dated 22 August 2022, the Board has recommended the declaration and payment of an interim dividend of HK\$21.1 cents per Share out of the Share Premium Account for the six months ended 30 June 2022, subject to the Shareholders' approval at the EGM. As at the Latest Practicable Date, the Company has 1,268,188,000 Shares in issue. Based on the number of issued Shares as at the Latest Practicable Date, the Interim Dividend, if declared and paid, will amount to an aggregate amount of approximately HK\$267.2 million. Subject to the fulfilment of the conditions set out in the paragraph headed "Conditions of the payment of the Interim Dividend" below, the Interim Dividend is intended to be paid out of the Share Premium Account pursuant to Article 134 of the Articles and in accordance with section 34(2) of the Companies Act.

According to the unaudited consolidated financial statements of the Company for the six months ended 30 June 2022, the amount standing to the credit of the Share Premium Account of the Company as at 30 June 2022 was approximately RMB1,325.9 million. Upon the payment of the Interim Dividend, the remaining balance of the amount standing to the credit of the Share Premium Account of the Company will be approximately RMB1,094 million.

Conditions of the payment of the Interim Dividend

The payment of the Interim Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (i) the passing of an ordinary resolution by the Shareholders approving the declaration and payment of the Interim Dividend out of the Share Premium Account pursuant to Article 134 of the Articles of Association; and
- (ii) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, and immediately following the date on which the Interim Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

The conditions set out above cannot be waived. If the conditions set out above are not satisfied, the Interim Dividend will not be paid. Subject to the fulfilment of the above conditions, it is expected that the Interim Dividend will be paid in cash on Friday, 30 September 2022 to those Shareholders whose names appear on the register of members of the Company at close of business on the Record Date.

Reasons for and effect of the payment of the Interim Dividend out of the Share Premium Account

The Board considers it is appropriate to distribute the Interim Dividend in recognition of the profitability of the Group and the strong liquidity position of the Group. After taking into account a number of factors including the financial and cash flow position of the Company, as well as to reward the Shareholders for their continued support during the challenging economic environment brought by the COVID-19 pandemic and enhance investors' confidence

LETTER FROM THE BOARD

in the Company, the Board considers it is appropriate and proposes that the Interim Dividend be paid out of the Share Premium Account in accordance with Article 134 of the Articles of Association and section 34(2) of the Companies Act.

The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole. The Board believes that the payment of the Interim Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares. Ultimately, the Board considers that the proposed declaration and payment of the Interim Dividend out of the Share Premium Account is in the interests of the Company and the Shareholders as a whole.

3. CLOSURE OF REGISTER OF MEMBERS

(i) For determining the Shareholders who qualify for the Interim Dividend

For the purpose of determining the Shareholders who qualify for the Interim Dividend, the register of members of the Company will be closed on Wednesday, 21 September 2022, on which no transfer of Shares will be registered.

In order to qualify for the Interim Dividend, all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Tuesday, 20 September 2022.

(ii) For determining the identity of the Shareholders who are entitled to attend the EGM

For the determining the identity of the Shareholders who are entitled to attend the EGM, the register of members of the Company will be closed from Friday, 9 September 2022 to Thursday, 15 September 2022, both days inclusive, during which no transfer of Shares will be registered.

In order to be eligible to attend the EGM, all transfer documents should be lodged for registration with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 8 September 2022.

LETTER FROM THE BOARD

4. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

5. THE EGM

The EGM Notice is set out on pages 9 to 10 of this circular.

A form of proxy for use at the EGM is enclosed with this circular and is also published on the websites of the Company and the Stock Exchange. Whether or not you intend to attend the EGM, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by way of poll. Accordingly, the resolutions to be considered and, if thought fit, approved at the EGM will be voted by way of a poll by the Shareholders.

6. RECOMMENDATION

The Directors consider that the proposed declaration and payment of the Interim Dividend out of the Share Premium Account are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend all Shareholders to vote in favour of the relevant resolution to be proposed at the EGM.

Yours faithfully,
By Order of the Board
Central China New Life Limited
Wang Jun
Chairman

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

At the time of publishing this circular, the COVID-19 pandemic situation in Hong Kong is still developing and the situation at the time of the EGM is difficult to predict. The Company wishes to remind the attendees that they shall carefully consider the risks of attending the EGM taking into account their own personal circumstances. Furthermore, the Company would also like to remind the Shareholders that physical attendance in person at the EGM is not necessary for the purpose of exercising their voting rights and strongly recommend the Shareholders to appoint the Chairman of the EGM as their proxy and submit their form of proxy as early as possible. Should the COVID-19 pandemic situation continues to affect Hong Kong at or around the time of the EGM, the Company may implement precautionary measures at the EGM in the interests of the health and safety of the attendees of the EGM which include, without limitation:

- (i) Prior to entering into the EGM venue, all attendees are required to scan the “LeaveHomeSafe” venue and vaccination QR codes and to comply with the Vaccine Pass requirements by presenting his/her valid vaccination, exemption or recovery record as required under the directions issued pursuant to the Prevention and Control of Disease (Vaccine Pass) Regulation (Chapter 599L of the Laws of Hong Kong).
- (ii) All attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of the EGM. Attendees are advised to observe good personal hygiene and maintain appropriate social distance with each other at all times when attending the EGM.
- (iii) There will be compulsory body temperature screening for all persons before entering the EGM venue. Should anyone seeking to attend the EGM refuse to undergo the body temperature screening or be found to be suffering from a fever with a body temperature of 37.3 degrees Celsius or above, or otherwise unwell, the Company reserves the rights to refuse such person’s admission to the EGM.
- (iv) Attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the EGM; (ii) he/she is subject to any HKSAR Government prescribed quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be denied from entering the EGM venue and will not be allowed to attend the EGM.
- (v) Appropriate distancing and spacing in line with the guidance from the HKSAR Government will be maintained and as such, the Company may limit the number of attendees at the EGM venue as may be necessary to avoid over-crowding.
- (vi) Each attendee will be assigned a designated seat to facilitate contact tracing and to ensure appropriate social distancing.
- (vii) No gifts, food or beverages will be distributed or provided at the EGM.
- (viii) Company staff and representatives at the EGM venue will assist with crowd control and queue management to ensure appropriate social distancing.

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

Due to the constantly evolving COVID-19 pandemic situation, the Company may implement further changes and precautionary measures in relation to the EGM arrangements at short notice. The Shareholders are advised to check the Company's website for further announcements and updates on the EGM arrangements.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Central China New Life Limited will be held at Room 7706, 77/F International Commerce Center, No. 1 Austin Road West, Kowloon, Hong Kong on Thursday, 15 September 2022 at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTION

Capitalised terms used in this notice have the same meanings as that defined in the circular of the Company dated 26 August 2022.

“THAT:

- (a) the declaration and payment of the Interim Dividend out of the Share Premium Account is hereby approved, confirmed and ratified; and
- (b) any Director be and is hereby authorised to take such action, do such things and execute such further documents as the director may at his absolute discretion consider necessary or desirable for the purpose of or in connection with the payment of the Interim Dividend.”

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

Hong Kong, 26 August 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

1. At the Meeting, the Chairman of the Meeting will put each of the above resolutions to be voted by way of a poll pursuant to Article 66 of the Articles of Association.
2. The register of members of the Company will be closed from Friday, 9 September 2022 to Thursday, 15 September 2022 (both days inclusive), during which period no transfer of shares in the Company can be registered. In order to qualify for attending the Meeting, all properly completed share transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Thursday, 8 September 2022, for registration.
3. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on his or her behalf. Any shareholder of the Company holding two or more shares entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on his or her behalf. A proxy need not be a shareholder of the Company. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority, must be deposited with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting or any adjourned meeting.
4. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting at the Meeting or any adjournment thereof if he/she so desires and, in such event, the form of proxy shall be deemed to have been revoked.
5. In the case of joint registered holders of any Shares, any one of such persons may vote at the Meeting (or at any adjournment thereof), either personally or by proxy, in respect of such Share(s) as if he or she were solely entitled thereto; but if more than one joint registered holder is present at the Meeting, whether in person or by proxy, that one of the joint registered holders whose name stands first on the register of members in respect of the relevant joint holding shall, to the exclusion of other joint holders, be entitled to vote in respect thereof.
6. The Board has recommended an interim dividend of HK21.1 cents per Share for the six months ended 30 June 2022. Subject to the Shareholders' approval on the payment of the interim dividend at the Meeting, the register of members of the Company will be closed for the purpose of determining the identity of members who are entitled to receive the said interim dividend on Wednesday, 21 September 2022, during that day no transfer of Shares will be registered. In order to qualify for the proposed interim dividend, all properly completed share transfer forms accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch 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 no later than 4:30 p.m. on Tuesday, 20 September 2022.

In the event of any inconsistency, the English version of this notice shall prevail over the Chinese version.

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