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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) PROPOSED ADOPTION OF THE NEW SHARE AWARD SCHEME
AND TERMINATION OF THE EXISTING SHARE AWARD SCHEME
AND THE POST-IPO SHARE OPTION SCHEME
(2) CONDITIONAL GRANT OF SHARE AWARDS
TO CERTAIN DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page have the same meanings of those defined in this circular.

The letter from the Board is set out on pages 6 to 25 of this circular.

A notice convening the Extraordinary General Meeting (the “EGM”) to be held at 10:00 a.m. on Monday, 7 August 2023 at Room 7708B, 77/F, International Commerce Centre, No. 1 Austin Road West, Kowloon, Hong Kong is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use by the shareholders at the EGM is enclosed with this circular. Such proxy form is also published on the websites of the Stock Exchange at www.hkexnews.hk and the Company at www.ccnwlife.com.cn.

Whether or not the Shareholders are able to attend the EGM, the Shareholders are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company’s share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen’s Road East, Wan Chai, Hong Kong as soon as possible but in any event not less 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 the Shareholders from attending and voting in person at the EGM or any adjournment thereof should the Shareholders so wish.

20 July 2023

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DEFINITIONS

In this circular, unless the context otherwise specifies, the following expressions have the following meanings:

“Actual Selling Price”	the actual price at which the Awarded Shares are sold (net of brokerage, the Stock Exchange trading fee, the Securities and Futures Commission of Hong Kong transaction levy, Financial Reporting Council transaction levy and any other applicable costs) on vesting of an Award pursuant to the New Share Award Scheme or in the case of a vesting when there is an event of change in control or privatization of the Company, the consideration receivable under the related scheme or offer
“Adoption Date”	the date on which the New Share Award Scheme is approved by the Shareholders at the EGM
“Articles”	the articles of association of the Company from time to time
“associate(s)”	has the meaning as defined under the Listing Rules
“Auditors”	the auditors of the Company for the time being
“Award”	an award granted by the Board or its delegate(s) to a Selected Participant, which may vest in the form of Awarded Shares or the Actual Selling Price of the Awarded Shares in cash, as the Board or its delegate(s) may determine in accordance with the terms of the New Share Award Scheme
“Award Letter”	the letter issued by the Company to each Selected Participant in such form as determined from time to time by the Board or its delegate(s), specifying the date on which the grant of an Award is made to a Selected Participant (being the date of the Award Letter), the number of Awarded Shares, the vesting criteria and conditions, the vesting date and such other details as they may consider necessary
“Award Period”	the period commencing on the Adoption Date, and ending on the Business Day immediately prior to the tenth (10th) anniversary of the Adoption Date
“Awarded Shares”	the Shares granted under the New Share Award Scheme to a Selected Participant in an Award
“Board”	the board of the Directors

DEFINITIONS

“Business Day”	any day on which the Stock Exchange is open for the business of dealing in securities
“close associate(s)”	has the meaning as defined under the Listing Rules
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	Central China New Life Limited, a company incorporated under the laws of the Cayman Islands with limited liability, whose shares are listed on the Main Board of the Stock Exchange
“Conditional Grant”	the conditional grant of 6,000,000 Awarded Shares to Mr. Wang Jun, 3,000,000 Awarded Shares to Mr. Shi Shushan and 1,500,000 Awarded Shares to Ms. Wu Lam Li, each being a Director, pursuant to the New Share Award Scheme
“connected person(s)”	has the meaning as defined under the Listing Rules
“controlling shareholder(s)”	has the meaning as defined under the Listing Rules
“core connected person(s)”	has the meaning as defined under the Listing Rules
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, (1) the proposed adoption of the New Share Award Scheme and termination of the Existing Share Award Scheme and the Post-IPO Share Option Scheme, and (2) the Conditional Grant
“Eligible Participant(s)”	the individuals or entities who or which may participate in the New Share Award Scheme, being Employee Participants, who in the absolute discretion of the Board have contributed (and will continue to contribute) or will contribute to the Group
“Employee Participant(s)”	director(s) and employee(s) of the Company or any of its subsidiaries, including persons who are granted options and/or awards as an inducement to enter into employment contracts with these companies but excluding an employee or director who has submitted his/her resignation or whose contract of employment has been terminated (summarily dismissed or otherwise)

DEFINITIONS

“Excluded Participant(s)”	any Eligible Participant who is resident in a place where the grant of an Award and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the New Share Award Scheme is not permitted under the laws or regulations of such place or where in the view of the Board, compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Eligible Participant
“Existing Share Award Scheme”	the Company’s share award scheme approved and adopted by the Board on 12 July 2021
“Grant Date”	the date on which the grant of an Award is made to a Selected Participant
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholders”	any Shareholder who is not required to abstain from voting at the EGM, if necessary, and is required to vote at the EGM to approve the Conditional Grant
“Latest Practicable Date”	14 July 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information for inclusion in the circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Model Code”	the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 of the Listing Rules
“New Share Award Scheme”	the Company’s share award scheme proposed to be approved and adopted by the Shareholders at the EGM, and a summary of the principal terms of which is set out in Appendix I to this circular
“on-market”	the trading of Shares through one or more transactions through the facilities of the Stock Exchange in accordance with the Listing Rules and any other applicable laws and regulations

DEFINITIONS

“Post-IPO Share Option Scheme”	the existing post-IPO share option scheme conditionally adopted by the Company on 29 April 2020
“PRC” or “China”	the People’s Republic of China, which for the purpose of this circular only shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan region
“Related Income”	all cash income derived from the Awarded Shares (i.e. cash dividends declared and paid on the Awarded Shares) excluding any interest earned on such cash income and held on Trust for the benefit of the Selected Participant
“Remuneration Committee”	the remuneration committee of the Company
“Returned Shares”	such Awarded Shares that are not vested and/or are forfeited in accordance with the terms of the New Share Award Scheme, or such Shares being deemed to be Returned Shares under the New Share Award Scheme
“Returned Trust Funds”	all cash income derived from the Returned Shares (i.e. cash dividends declared and paid on the Returned Shares) or otherwise derived pursuant to the New Share Award Scheme, in either case excluding any interest earned on such cash income and held on Trust for the purpose of the New Share Award Scheme
“Scheme Mandate Limit”	has the same meaning as defined in paragraph 6 of Appendix I of this circular
“Selected Participant(s)”	any Eligible Participant approved for participation in the New Share Award Scheme and who has been granted any Award pursuant to the rules of the New Share Award Scheme
“Share(s)”	the ordinary share(s) each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	a subsidiary(ies) for the time being of the Company within the meaning of the Companies Ordinance, Chapter 622 of the laws of Hong Kong, whether incorporated in Hong Kong or elsewhere

DEFINITIONS

“substantial shareholder(s)”	has the meaning as defined under the Listing Rules
“Trust”	the trust to be constituted by the trust deed entered into between the Company and the Trustee, to service the New Share Award Scheme
“Trustee”	the trustee to be appointed by the Company for the purpose of the Trust which will be an independent third party and not connected with the Company or the Company’s connected persons, and initially, Computershare Hong Kong Trustees 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. Shi Shushan

Non-executive Directors:

Ms. Wu Lam Li

Ms. Dai Jiling

Independent non-executive Directors:

Mr. Leong Chong

Ms. Luo Laura Ying

Ms. Xin Zhu

Registered office in the Cayman Islands:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal place of business

in Hong Kong under Part 16 of

the Companies Ordinance (Cap 622):

Room 7708B, 77/F

International Commerce Centre

No. 1 Austin Road West

Kowloon

Hong Kong

20 July 2023

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED ADOPTION OF THE NEW SHARE AWARD SCHEME
AND TERMINATION OF THE EXISTING SHARE AWARD SCHEME
AND POST-IPO SHARE OPTION SCHEME**

**(2) CONDITIONAL GRANT OF SHARE AWARDS
TO CERTAIN DIRECTORS**

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 30 May 2023.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information and to seek your approval on the: (1) proposed adoption of the New Share Award Scheme and termination of the Existing Share Award Scheme and the Post-IPO Share Option Scheme; and (2) the Conditional Grant to certain Directors. A notice of the EGM containing the resolutions to be proposed at the EGM is set out in this circular.

2. PROPOSED ADOPTION OF THE NEW SHARE AWARD SCHEME AND TERMINATION OF THE EXISTING SHARE AWARD SCHEME AND THE POST-IPO SHARE OPTION SCHEME

With effect from 1 January 2023, Chapter 17 of the Listing Rules has been amended and it applies to both share option schemes as well as share award schemes. There are multiple changes to Chapter 17 that would eventually entail substantial revisions to the Existing Share Award Scheme and the Post-IPO Share Option Scheme.

In view of such amendments and for simplicity, the Company proposes to terminate both the Existing Share Award Scheme and the Post-IPO Share Option Scheme, and to adopt the New Share Award Scheme. The proposal allows the Company to provide incentives to Eligible Participants to contribute to the Group and to enable the Group to recruit and retain high-calibre employees and attract human resources that are valuable to the Group. Pursuant to the New Share Award Scheme, the Awarded Shares will be satisfied by new Shares to be allotted and issued by the Company to the Trustee, or through on-market acquisitions of existing Shares by the Trustee and the prevailing market price.

The Post-IPO Share Option Scheme was conditionally adopted by the Company on 29 April 2020 and is valid and effective for a period of 10 years commencing on the adoption date. Pursuant to the terms of the Post-IPO Share Option Scheme, the Company may by resolution in general meeting at any time terminate the Post-IPO Share Option Scheme and in such event, no further share options may be offered but in all other respects the terms of the Post-IPO Share Option Scheme shall remain in full force and effect. All options granted prior to such termination and not then exercised shall continue to be valid and exercisable in accordance with the Post-IPO Share Option Scheme. As at the Latest Practicable Date, options under the Post-IPO Share Option Scheme to subscribe for 2,400,000 Shares remain outstanding, which were granted (pending acceptance) to senior management and other employees of the Group (not being Directors) on 12 July 2021 at an exercise price of HK\$7.18 per Share. The vesting period for such share options is 5 years, with vesting conditional upon achievement of certain performance targets.

The Company also previously adopted its pre-IPO share option scheme on 29 April 2020 in preparation for its listing on the Stock Exchange. As stated in the Company's prospectus, the Company had already granted options for the maximum number of Shares available for subscription under such scheme, and no further options under such scheme will be granted. As at the Latest Practicable Date, pre-IPO share options to subscribe for 540,000 Shares (representing approximately 0.04% of the issued share capital of the Company) remained outstanding, which were granted to senior management and other employees of the Group (not being Directors) on 10 January 2019, at an exercise price of HK\$0.62 per Share. Such share options have fully vested.

LETTER FROM THE BOARD

As at the Latest Practicable Date, no awards have been issued under the Existing Share Award Scheme. The Board has no present intention to grant any further award under the Existing Share Award Scheme or option under the Post-IPO Share Option Scheme up to the date of the EGM.

Save for the above, the Company had no other subsisting share schemes as at the Latest Practicable Date.

The New Share Award Scheme will constitute a share scheme under Chapter 17 of the Listing Rules.

(a) Purpose of the New Share Award Scheme

The purpose of the Share Award Scheme is (i) to align the interests of the Eligible Participants with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares; and (ii) to encourage and retain Eligible Participants to make contributions to the long-term growth and profits of the Group.

(b) Awards

An Award gives a Selected Participant a conditional right, when the Awarded Shares vest, to obtain the Awarded Shares or, if in the absolute discretion of the Board or its delegate(s), it is not practicable for the Selected Participant to receive the Award in Shares, the cash equivalent from the sale of the Awarded Shares. An Award includes all cash income from dividends in respect of those Shares from the date the Award is granted to the date the Award vests. For the avoidance of doubt, the Board at its discretion may from time to time determine that any dividends declared and paid by the Company in relation to the Awarded Shares would be paid to the Selected Participant even though the Awarded Shares have not yet vested. In relation to such discretion regarding dividend payments, the Board is of the view that such arrangement further aligns the long term interests of Selected Participants with that of the Group and also enhances the perceived value of Awards as a long-term incentive. Further, if the Company declares dividends in the future, this is indicative of the Company's ongoing business and financial success, and further drives employees of the Group to contribute positively to its business. Ultimately, the Board is of the view that such dividend arrangement is fair and reasonable and in the interest of the Company and its Shareholders as a whole, and aligns with the purpose of the Share Award Scheme.

(c) Administration

The Board and the Trustee will administer the New Share Award Scheme.

The decision of the Board on the interpretation of the New Share Award Scheme and the Trust Deed or whether a circumstance exists which may affect the treatment of any Award or Selected Participant thereunder will be final and binding (in the absence of manifest error) on all parties.

LETTER FROM THE BOARD

(d) Duration

The New Share Award Scheme shall be valid and effective for a period of ten years commencing on the Adoption Date, after which period, no further Awards shall be granted but the provisions of the New Share Award Scheme shall remain in full force and effect for the purpose of giving effect to the acceptance of granted Awards, the vesting of Awarded Shares or otherwise as may be required in accordance with the New Share Award Scheme.

(e) Scope of Eligible Participants

Eligible Participants under the New Share Award Scheme includes any Employee Participant who in the absolute discretion of the Board have contributed (and will continue to contribute) or will contribute to the Group, but shall not include any Excluded Participant.

In assessing the eligibility of Employee Participants, the Board will consider, among others, their general working performance, time commitment (full-time or part-time), length of their service within the Group, working experience and qualifications, responsibilities and/or employment conditions with reference to the prevailing market practice and industry standard, actual performance and potential contribution to the business and financial objectives and ongoing development of the Group, their current annual remuneration and whether they have previously received share-based payments in the Group.

Further, Employee Participants include independent non-executive Directors. As at the Latest Practicable Date, the Company has not formulated any concrete plan or intention to grant any Awards to the independent non-executive Directors under the Share Award Scheme. However, having considered that:

- (i) none of the independent non-executive Directors held more than 1% of the issued share capital of the Company, which is the threshold that has more bearing under the relevant Listing Rules concerning the independence of the Directors;
- (ii) equity-based remuneration continues to be an important means of ensuring alignment between the interests of Shareholders and all Board members, including the independent non-executive Directors;
- (iii) it is common to include independent non-executive directors as eligible persons of share schemes among public companies; and
- (iv) independent non-executive Directors may provide crucial contributions to the Group's development and business in providing valuable insight and advices to the Company with their deep industry knowledge and professional background, as well as their vital role in maintaining a sound corporate governance framework and supervising the internal control system within the Group,

LETTER FROM THE BOARD

the Board believes the inclusion of independent non-executive Directors as Eligible Participants and the flexibility to grant Awards to the independent non-executive Directors in addition to existing cash-based incentives will allow the Company to preserve cash resources of the Company and keep its remuneration package competitive in order to attract and retain the right talents.

The Company is of the view that the independence and impartiality of the independent non-executive Directors will not be impaired by any potential grant of the Awards under the Share Award Scheme for the following reasons:

- (i) the independent non-executive Directors will continue to comply with the independence requirement under Rule 3.13 of the Listing Rules;
- (ii) approval by independent Shareholders will be required if any Award is to be granted to independent non-executive Directors or any of their respective associates would result in the total number of Shares issued and to be issued upon exercise of all the Awards granted and to be granted to such person in the period of 12 months up to and including the date of the grant representing in aggregate over 0.1% of the Shares in issue; and
- (iii) the Board will be mindful of the recommended best practice E.1.9 of the corporate governance code set out in Appendix 14 to the Listing Rules which recommends that issuers should generally not grant equity-based remuneration with performance-related elements to independent non-executive directors when considering any future grants of Awards to the independent non-executive Directors.

Further, upon further consideration and assessment after taking into account the expected needs and circumstances of the Group and relevant regulatory requirements, the Board has decided that the Share Award Scheme shall be for the exclusive benefit of Employee Participants only, and the definition of “Eligible Participants” will no longer include “Related Entity Participants” (i.e. directors and employees of the holding companies, fellow subsidiaries or associates companies of the Company) as originally stated in the announcement of the Company dated 30 May 2023.

(f) Scheme Mandate Limit

As at the Latest Practicable Date, there were 1,278,726,000 Shares in issue. Assuming that no further Shares will be allotted, issued, repurchased or cancelled prior to the EGM and after the resolutions regarding the proposed adoption of the New Share Award Scheme are passed at the EGM, the total number of Shares which may be issued in respect of all awards under the New Share Award Scheme and other share schemes of the Company would be no more than 127,872,600 Shares, representing no more than 10% of the total number of Shares in issue as at the Adoption Date.

LETTER FROM THE BOARD

(g) Individual limit

Where any grant of Awards to a Selected Participant would result in the Shares issued and to be issued in respect of all options and awards granted to such Selected Participant (excluding any options and awards lapsed in accordance with the terms of any relevant scheme) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the Shares, such grant must be separately approved by the Shareholders (which excludes any Shareholders that are required to abstain from voting under the Listing Rules, such as the relevant Selected Participant and his/her close associates (or associates if such Selected Participant is a connected person)) in general meeting, with such Selected Participant and his/her close associates (or associates if the Selected Participant is a connected person) abstaining from voting.

(h) Connected person limit

Any grant of Awards to a Director, chief executive or substantial shareholder of the Company, or any of their respective associates, must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the proposed Selected Participant).

Where any grant of Awards to a Director, substantial shareholder or chief executive of the Company, or any of their associates would result in the Shares issued and to be issued in respect of all Awards granted (excluding any Awards lapsed in accordance with the terms of the scheme) to such Selected Participant in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the Shares in issue, such further grant of Awards must be approved by the independent Shareholders (which excludes any Shareholders that are required to abstain from voting under the Listing Rules, such as the relevant Selected Participant, his/her associates and all connected persons of the Company) in general meeting.

(i) Satisfaction of Awards

The Company shall issue and allot Shares to the Trustee, or transfer to the Trustee the necessary funds and instruct the Trustee to acquire Shares through on-market transactions at the prevailing market price. The Awarded Shares will be held in trust for the Selected Participants until their vesting. When the Selected Participant has satisfied all vesting conditions (if any) specified by the Board or the Remuneration Committee at the time of making the Award and becoming entitled to the Awarded Shares, the Trustee shall transfer the relevant Awarded Shares to that Selected Participant.

(j) Vesting of Awards

The respective Awarded Shares shall vest on the Selected Participant in accordance with the applicable vesting schedule as set out in the letter of grant when all the vesting conditions set out therein have been satisfied and/or waived (all of which shall be determined by the Board or the Remuneration Committee in its absolute discretion). The Board or the Remuneration Committee may direct and procure the Trustee to release

LETTER FROM THE BOARD

from the Trust the Awarded Shares to the Selected Participants by transferring the number of Awarded Shares to the Selected Participants in such manner as determined by the Board or the Remuneration Committee from time to time.

(k) Vesting Period

The minimum vesting period for all Awarded Shares is generally 12 months. However, to ensure the practicability in fully attaining the purpose of the New Share Award Scheme, the Board and the Remuneration Committee are of the view that (a) there are certain instances where a strict twelve (12)-month vesting requirement would not work or would not be fair to the holders of the Awards, such as those set out in the paragraph headed “11. Vesting of Awards” in Appendix I to this circular; (b) there is a need for the Company to retain flexibility in certain cases to provide a competitive remuneration package to attract and retain individuals to provide services to the Group, to provide for succession planning and the effective transition of employee responsibilities and to reward exceptional performers with accelerated vesting or in exceptional circumstances where justified; and (c) the Company should be allowed discretions to formulate its own talent recruitment and retention strategies in response to changing market conditions and industry competition, and thus should have flexibility to impose vesting conditions such as performance-based vesting conditions instead of time-based vesting criteria depending on individual circumstances.

The abovementioned instances set out in the paragraph headed “11. Vesting of Awards” in Appendix I to this circular align with the examples listed in the Stock Exchange’s FAQ No. 092-2022, and represent an exhaustive list of circumstances that warrant a shorter vesting period of the Awards.

Therefore, the Board and the Remuneration Committee are of the view that allowing a shorter vesting period in the circumstances prescribed in the paragraph headed “11. Vesting of Awards” in Appendix I to this circular is in line with the market practice and is appropriate and aligns with the purpose of the New Share Award Scheme.

(l) Basis of determining the purchase price of Awarded Shares

The purchase price of the Awarded Shares (if any) shall be such price which shall be determined by the Board from time to time based on considerations such as the prevailing closing price of the Shares (being the average closing market price for the five preceding business days on which the Shares are traded on the Stock Exchange), the purpose of the Award and the characteristics and profile of the Selected Participant. Such room for discretion provides the Board with flexibility to stipulate, if necessary, a purchase price for Awarded Shares, while balancing the purpose of the Award and the interests of Shareholders.

(m) Performance target

The Board may at its discretion specify any conditions (including performance targets (if any)) which must be satisfied before the Awarded Shares may be vested in the Award Letter. Such performance targets may include financial targets and management

LETTER FROM THE BOARD

targets which shall be determined based on the (i) individual performance, (ii) performance of the Group and/or (iii) performance of business groups, business units, business lines, functional departments, projects and/or geographical area managed by the Selected Participants.

Performance targets for a specific grantee will take into account (among others) such grantee's roles and responsibilities. For illustration, it may be appropriate for performance targets for a manager of a specific project to focus more on the performance of that specific project, while performance targets for a Director or senior management may look more towards the overall performance of the Group.

The Company has established an appraisal mechanism to evaluate the performance of each Selected Participant. Each Selected Participant will be continually assessed throughout his/her employment, as well as prior to each vesting date.

Shortly prior to each vesting date, the Board will determine whether the relevant grantee has met his/her performance targets for the relevant one-year period prior to the vesting date. In assessing whether such performance targets have been satisfactorily met, the Board will focus on the growth and reputation of the Group, its industry ranking, as well as benchmarking of such key performance metrics against comparable companies in the same industry and/or with a listing on the Stock Exchange or a comparable and reputable stock exchange.

(n) Clawback mechanism and lapse of unvested Awards

All Awarded Shares granted which are unvested shall automatically lapse under certain circumstances specified in the New Share Award Scheme, namely:

- (i) if a Selected Participant ceases to be an Eligible Person, by reason of: (1) death of the Selected Participant (unless job-related); (2) termination of the Selected Participant's employment or contractual engagement with the Group by reason of his/her permanent physical or mental disablement (unless job-related); (3) termination of the Selected Participant's employment or early termination of the contractual engagement with the Group by reasons of misconduct or otherwise pursuant to law or employment or engagement contract; (4) termination of the Selected Participant's employment or contractual engagement with the Group by reason of redundancy or unsatisfactory performance; (5) resignation of the Selected Participant's employment; (6) winding up of any member of the Group in which the Selected Participant is employed or is contractually engaged; (7) end of the term of the Selected Participant's contract for provision of services, goods or otherwise with the Group; or (8) end of the term of the contract of the Selected Participant's engagement with the Group as contractual staff;
- (ii) if a Selected Participant's employment is terminated by the Group by reason of the employer terminating the contract of employment without notice or payment in lieu of notice, or the Selected Participant having been convicted of any criminal offence involving his/her integrity or honesty, or the Selected

LETTER FROM THE BOARD

Participant having done something which brings the Group into disrepute or cause damages to the Group (including, among others, causing material misstatement of the financial statements of the Company);

- (iii) if a Selected Participant is declared bankrupt or becomes insolvent or makes any arrangements or composition with his/her creditors generally; or
- (iv) if a Selected Participant is not in good standing or is subject to disciplinary action, performance review or internal investigation by reasons of unsatisfactory performance or misbehaviour or non-compliance with its terms of employment or contractual engagement with the Group or other employers (if applicable).

For details of the circumstances in which Awarded Shares which are unvested shall lapse, please refer to the paragraph headed “14. Cessation as an Eligible Participant, Clawback Mechanism and Lapse of Unvested Awards” in the Appendix I to this circular. The Board believes that the aforesaid will provide the Board with more flexibility in setting the terms and conditions of the Awarded Shares under particular circumstances of each grant and facilitate the Board’s aim to offer meaningful incentives to attract and retain quality personnel that are valuable to the development of the Group and for the benefit of the Group and the Shareholders as a whole.

(o) Voting rights

Neither the Selected Participant nor the Trustee may exercise any of the voting rights in respect of any Awarded Shares that have not yet vested. Upon the Awarded Shares being vested and transferred in the relevant Selected Participant, each Selected Participant shall be entitled to exercise all voting rights in respect of such Awarded Shares.

Conditions precedent of the New Share Award Scheme

The adoption of the New Share Award Scheme is conditional upon:

- (i) the passing of ordinary resolution(s) by the Shareholders at a general meeting of the Company to (1) approve and adopt the New Share Award Scheme; (2) authorise the Board to grant Awarded Shares under the New Share Award Scheme; and (3) authorise the Board to allot and issue Shares in respect of any Awarded Shares to be granted pursuant to the New Share Award Scheme; and
- (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any Share on the Stock Exchange which may be issued in respect of all Awarded Shares to be granted in accordance with the terms and conditions of the New Share Award Scheme.

LETTER FROM THE BOARD

General

None of the Directors is a Trustee of the New Share Award Scheme nor has a direct or indirect interest in the Trustee of the New Share Award Scheme. Upon the adoption of the Share Award Scheme, the Company shall enter into the trust deed to appoint the Trustee for the administration of the Share Award Scheme. The Trustee will be a third party independent of the Company and not connected with any of its connected persons (as defined under the Listing Rules).

As at Latest Practicable Date, the Company had proposed to grant Awarded Shares under the New Share Award Scheme as set out in the announcement of the Company dated 30 May 2023.

Pursuant to the Note to Rule 17.03(2) of the Listing Rules, the Board has sought legal advice on the prospectus requirements of the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) in relation to the Share Award Scheme proposed to be adopted and understands that the adoption of the Share Award Scheme and the grant of the Awards thereunder, as well as the Conditional Grant, would not constitute an offer to public and the prospectus requirements under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) are not applicable.

A summary of the principal rules of the New Share Award Scheme is set out in Appendix I to this circular. A copy of the New Share Award Scheme will be made available for inspection at the EGM and will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.ccnewlife.com.cn) for not less than 14 days before the date of the EGM.

Application will be made to the Listing Committee of the Stock Exchange for the approval of the listing of, and permission to deal in, the Shares which may fall to be issued in respect of all Awarded Shares to be granted under the New Share Award Scheme.

As at the Latest Practicable Date, no Shareholder had a material interest in the adoption of the New Share Award Scheme. As such, no Shareholder is required to abstain from voting on the resolution(s) in relation thereto.

3. CONDITIONAL GRANT OF SHARE AWARDS TO CERTAIN DIRECTORS

The Board proposes to grant Awards under the New Share Award Scheme by issuing new Shares. Such grants are conditional on the Shareholders approving the adoption of the New Share Award Scheme at the EGM. Further, such grants include the Conditional Grant made to certain Directors, which is itself also subject to the approval of the Independent Shareholders at the EGM.

Details of such grants (including to employees that are not Directors or connected persons of the Company) have been set out in the announcement of the Company dated 30 May 2023.

LETTER FROM THE BOARD

Details of the Conditional Grant to certain Directors are set out below:

Date of grant: 29 May 2023

Number of Selected Participants: 3

Number of Awarded Shares granted: A total of 10,500,000 Awarded Shares to be granted to the following 3 Directors:

Name of Director	Title	Number of Awarded Shares	Percentage of total issued Shares ^(Note)
Mr. Wang Jun	Executive Director	6,000,000	0.47%
Mr. Shi Shushan	Executive Director	3,000,000	0.23%
Ms. Wu Lam Li	Non-executive Director	1,500,000	0.12%

Note: Based on the total number of 1,278,726,000 Shares in issue as at the Latest Practicable Date.

All of the above Directors have made significant contribution to or performed well in the Group.

Purchase price of the Awarded Shares granted: Nil

Closing price of the Shares on the date of grant: HK\$2.58

Vesting period and minimum holding period: All Awarded Shares shall vest as follows:

% of the Awarded Shares granted	Date of vesting
30%	12 months from date of grant (i.e. 29 May 2024)
30%	24 months from date of grant (i.e. 29 May 2025)
40%	36 months from date of grant (i.e. 29 May 2026)

There is no minimum holding period.

LETTER FROM THE BOARD

**Vesting conditions/
clawback mechanism:**

Vesting of the Awarded Shares is subject to the following conditions:

1. The Selected Participant remains eligible under the Share Award Scheme and as deemed by the Board.
2. The Selected Participant complies with all of his/her contractual obligations with the Company (including employment contract), as well as all of the Company's internal policies, and the Selected Participant has not breached any laws or regulations.
3. The Selected Participant has not resigned or otherwise terminated his/her employment with the Company.
4. The Selected Participant meets his/her performance targets.
5. The Selected Participant has not engaged in any other actions that violate the Company's regulations or damage the Company's interests as determined by the Board.

The Awards shall also be subject to the clawback mechanism of the New Share Award Scheme.

Performance target:

The Company has established an appraisal mechanism to evaluate the performance of each Selected Participant. Each Selected Participant will be continually assessed throughout his/her employment, as well as prior to each vesting date as elaborated below.

The performance targets of the Awarded Shares are individualised based on the job nature and job positions of each Selected Participant and the projected market and business conditions.

LETTER FROM THE BOARD

The performance targets of the Awarded Shares include (among others) the Company achieving satisfactory revenue, gross profit, net profit, and gross floor area under management during the vesting period of the Awarded Shares. Shortly prior to each vesting date, the Board will determine whether the relevant grantee has met his/her performance targets for the relevant one-year period prior to the vesting date. In assessing whether such performance targets have been satisfactorily met, the Board and the Remuneration Committee will focus on the growth and reputation of the Group, its industry ranking, as well as benchmarking of such key performance metrics against comparable companies in the same industry and/or with a listing on the Stock Exchange or a comparable and recognised stock exchange.

The Board and the Remuneration Committee have taken into account that the grantees under the Conditional Grant are certain Directors. Given their senior positions and their broad roles and responsibilities with the Group that generally cover all aspects of the operations and management or high-level strategy of the Group, the Board and the Remuneration Committee are of the view that performance from such grantees should be the same and assessed by reviewing various performance metrics of the Group, which effectively serve as indicators of such grantees' individual performance. Based on the above, the Board and the Remuneration Committee are of the view that such performance targets under the Conditional Grant are fair and reasonable and aligns with the purpose of the Share Award Scheme.

Failure to meet his/her performance target shall result in such Selected Participant forfeiting any Awarded Shares that have not yet vested.

LETTER FROM THE BOARD

Further, in light of the minimum vesting period, the abovementioned vesting conditions (including the requirement to remain employed with the Group) and abovementioned clawback mechanism, the Board believes that the Conditional Grant (including the abovementioned performance target mechanism) will ensure that the relevant grantees' long term interests are aligned with the Group's and continue to contribute positively to the Group, and that such performance target mechanism is fair and reasonable, consistent with market practice, and aligned with the purpose of the Share Award Scheme and the long term interests of the Company and the Shareholders.

Financial assistance arrangements: Nil

The new Shares that may be allotted and issued by the Company to satisfy the Awards represent approximately 1.7% of the total issued Shares of the Company as at the Latest Practicable Date. The Awarded Shares granted under the Awards, when issued and allotted, shall rank pari passu among themselves and with the Shares in issue.

As disclosed in the announcement of the Company dated 30 May 2023, the Board has proposed to grant a total of 21,800,000 Awarded Shares to various Employee Participants, consisting of: (1) 10,300,000 Awarded Shares to 12 senior management and core employees of the Group; and (2) 11,500,000 Awarded Shares to 4 Directors of the Company (which includes the 3 Directors that are subject to the Conditional Grant).

The abovementioned proposed grant to 4 Directors includes the proposed grant of 1,000,000 Awarded Shares to Ms. Dai Jiling. As the number of Shares to be issued in respect of the Awarded Shares conditionally granted to Ms. Dai Jiling represents approximately 0.08% of the total Shares (assuming all Awarded Shares are issued to all Selected Participants), such grant of Awarded Shares to Ms. Dai Jiling will not be subject to the approval by the Independent Shareholders under Rule 17.04(2) of the Listing Rules. The relevant threshold for the proposed grant to each of the remaining 3 Directors (i.e. the Conditional Grant) will exceed 0.1% and therefore be subject to the approval of the Independent Shareholders.

As disclosed above, as at the Latest Practicable Date, there were 1,278,726,000 Shares in issue. Assuming that no further Shares will be allotted, issued, repurchased or cancelled prior to the EGM and after the resolutions regarding the proposed adoption of the Share Award Scheme are passed at the EGM, the total number of Shares which may be issued in respect of all Awards under the Share Award Scheme and other share schemes of the Company would be no more than 127,872,600 Shares, representing no more than 10% of the total number of Shares in issue as at the Adoption Date.

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Therefore, the number of Shares available for future grant after the grant of the Awards under the New Share Award Scheme will be 106,072,600 Shares (being the abovementioned 127,872,600 Shares less the 21,800,000 Awarded Shares currently proposed to be granted as set out in the announcement of the Company dated 30 May 2023).

4. REASONS FOR THE NEW SHARE AWARD SCHEME AND THE CONDITIONAL GRANT

The reasons for the grant of Awards is generally to: (a) recognise and reward the contribution of the Selected Participants to the growth and development of the Group; (b) give incentives to attract and retain the Selected Participants for the continual operation and development of the Group; and (c) attract suitable personnel for further development of the Group.

The Board believes that all Selected Participants under the Conditional Grant (being various Directors) have made significant contributions to the Group, especially to the Group's ability to withstand recent challenges brought by the macroeconomic slowdown, downturn in the real estate industry and the COVID-19 pandemic. Such grants of the Awards serve both as a recognition of their past contribution to the Group, and incentivise them to continue to contribute to the operation, development and long-term growth of the Group.

Details of the positions, length of services, contributions and responsibilities of the Selected Participants under the Conditional Grant have been set out below:

- a. **Mr. Wang Jun** has been the chairman of the Board and an executive Director since October 2019 and October 2018, respectively. He is mainly responsible for formulating our business strategies, annual operational and financial plans.

Mr. Wang joined the Group in June 2018 and has led the Group's business since then. He also previously served as chief executive officer until February 2022, when he resigned from such role in order to separate the roles of chairman and chief executive with a view to further optimise the corporate governance structure of the Company and enable a greater delineation of responsibilities.

- b. **Mr. Shi Shushan** has been an executive Director since February 2023. He is mainly responsible for the overall daily operations and management of the Group as well as its strategic development.

Prior to his appointment as executive Director, Mr. Shi Shushan has been heavily involved in the daily operations and management of the Group through his role as chief executive officer of the Company. Mr. Shi Shushan is a very experienced employee with over 25 years of experience in sales and marketing, customer relations, property development, property management and business operations. Since Mr. Shi joined Central China Real Estate Limited (stock code: 832) ("CCRE", together with its subsidiaries, the "CCRE Group") in February 2004, he has served various managerial positions in the CCRE Group, including vice president and general manager of various regional head offices. Through these

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positions, Mr. Shi acquired substantial experience and expertise in the real estate industry and demonstrated strong leadership skill, all of which has been highly beneficial to the Group.

- c. **Ms. Wu Lam Li** has been a non-executive Director since October 2019. She is mainly responsible for supervising and reviewing the overall business development and strategic planning of the Group.

Ms. Wu Lam Li is the spouse of Mr. Wu Po Sum (the controlling Shareholder of the Company).

Through such directorship positions, Ms. Wu Lam Li has made contributions over the years to the development of the Group's business, in particular in recent years. She has provided valuable insight to the development of the Company's strategy, and also played a pivotal role in helping to ensure Board decisions prioritise the best interests of the Company and Shareholders, and to promote a culture of good corporate governance.

In respect of the Conditional Grant, the Board (including the independent non-executive Directors, but excluding Mr. Wang Jun, Mr. Shi Shushan and Ms. Wu Lam Li, who abstained from voting in respect of the Conditional Grant) and the Remuneration Committee have also considered the following factors:

1. their abovementioned positions, length of services, contributions and responsibilities, with all of them having been with the Group since its inception. For example, Ms. Wu Lam Li, as a non-executive Director, is proposed to receive less Awarded Shares than Mr. Hu Bing and Mr. Wang Jun;
2. their respective annual remuneration level, namely: (i) for Mr. Wang Jun, RMB3,000,000; (ii) for Mr. Shi Shushan, RMB2,000,000 (and noting that he was not given a salary increase upon his appointment as executive Director); and (iii) for Ms. Wu Lam Li, RMB90,000;
3. the effective annual remuneration to each of them, based on their current annual salary and assuming the Awarded Shares fully vest in accordance with the 3-year vesting schedule;
4. the Group's remuneration policy and remuneration structure;
5. the Group had previously provided remuneration to its Directors and employees only by way of salary and has not previously provided any share-based payments;
6. the significant role played by each of them to the Group, especially to the Group's ability to withstand recent challenges brought by the macroeconomic slowdown, downturn in the real estate industry and the COVID-19 pandemic, with Mr. Wang Jun (as the chairman) and Mr. Shi Shushan (as both chief executive officer and

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executive Director) having been mainly responsible for the Group's daily operations and management, while Ms. Wu Lam Li has in recent years significantly increased her contribution to the Group's strategic planning; and

7. pursuant to the terms of the Awards, each Selected Participant will be required to meet certain performance targets, including (among others) meeting key financial metrics. If the Selected Participants are able to meet such performance targets, this will mean the Company's business and financial condition will have improved, which is ultimately in the best interests of the Company and the Shareholders as a whole. If they are unable to meet such performance targets (or triggers other clawback events as mentioned above), such Selected Participant must forfeit any Awarded Shares that have not yet vested.

Further, As the Selected Participants are presented with opportunities to acquire ownership in the Company, the Awards will incentivise the Selected Participants to continuously contribute and improve the business of the Group. Further, as the Awards (inclusive of the Conditional Grant) will be satisfied by the issue and allotment of new Shares, there will not be any material cash outflow by the Group under the Awards (inclusive of the Conditional Grant).

Ultimately, in light of the above, the Board (including the independent non-executive Directors, but excluding Mr. Wang Jun, Mr. Shi Shushan and Ms. Wu Lam Li, who abstained from voting in respect of the Conditional Grant) and the Remuneration Committee consider that the number of Awarded Shares, the terms and conditions of the Awards as well as the issue and allotment of new Shares are fair and reasonable, and are aligned with the purpose of the New Share Award Scheme and the long term interests of the Company and the Shareholders as a whole.

Save for the proposed grant set out in the announcement of the Company dated 30 May 2023 (including the Conditional Grant), the Company currently does not have any plan or intention to grant Awards to Eligible Participants under the Share Award Scheme in the next 12-month period.

5. DIRECTORS' INTERESTS

Each of Mr. Wang Jun, Mr. Shi Shushan and Ms. Wu Lam Li has abstained from approving the relevant Board resolution on the Awards granted to each of them under the Conditional Grant. Save as disclosed, none of the other Directors have any interest in the Awards (including the Conditional Grant) and therefore no other Directors abstained from voting on the relevant Board resolution in respect of the Awards.

6. LISTING RULES IMPLICATIONS

The New Share Award Scheme will constitute a share scheme under Chapter 17 of the Listing Rules. Pursuant to Chapter 17 of the Listing Rules, share schemes must be approved by shareholders of the listed issuer in general meeting. Accordingly, the adoption of the New Share Award Scheme is subject to, among others, the Shareholders' approval at the EGM.

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Pursuant to Rule 17.04(1) of the Listing Rules, any grant of Awarded Shares to a Director, chief executive or substantial shareholder of the Company, or any of their respective associates, under the New Share Award Scheme must be approved by the independent non-executive Directors (excluding the independent non-executive Director who is the grantee of the Awards (if any)). On 29 May 2023, the Conditional Grant to Mr. Wang Jun, Mr. Shi Shushan and Ms. Wu Lam Li was approved by all the independent non-executive Directors.

Pursuant to Rules 17.04(2) and 17.04(4) of the Listing Rules, where any grant of Awarded Shares (excluding grant of options) to a Director (other than an independent non-executive director) or chief executive of the Company, or any of their associates would result in the Shares issued and to be issued in respect of all Awarded Shares granted (excluding any Awarded Shares lapsed in accordance with the terms of the New Share Award) to such person in the 12-month period up to and including the date of such grant, representing in aggregate over 0.1% of the relevant class of Shares in issue, such further grant of Awarded Shares must be approved by independent Shareholders in general meeting whereby such grantee and his/her associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

As the total number of Shares to be issued in respect of all Awarded Shares conditionally granted to Mr. Wang Jun, Mr. Shi Shushan and Ms. Wu Lam Li (representing approximately 0.47%, 0.23% and 0.12% of the total issued Shares) would, in a 12-month period up to and including the date of such grant, represent over 0.1% of the Shares in issue, the Conditional Grant is subject to the approval by the Independent Shareholders, where Mr. Wang Jun, Mr. Shi Shushan and Ms. Wu Lam Li, his/her associates and all core connected persons of the Company shall abstain from voting in favour on the relevant resolution(s) at the EGM pursuant to the Listing Rules. As at the Latest Practicable Date, no such person has indicated its intention to vote against the relevant resolution(s) at the EGM.

The EGM will be convened and held to consider, and if thought fit, approve: (1) the proposed adoption of the New Share Award Scheme and termination of the Existing Share Award Scheme and the Post-IPO Share Option Scheme; and (2) the Conditional Grant.

To the Directors' best knowledge and belief, as at the Latest Practicable Date, the following Shareholders are required to abstain from voting in favour of the relevant resolution(s) relating to the Conditional Grant at the EGM:

Name	Identity	Number of Shares held	Approximate percentage of total issued Shares
Mr. Wang Jun	Grantee of the Conditional Grant	45,398,000	3.55%
Mr. Wu Po Sum	Ms. Wu Lam Li's spouse and controlling shareholder of the Company	848,092,944	66.32%

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As at the Latest Practicable Date, none of the above Shareholders who are required to abstain from voting in favour of the resolution approving the Conditional Grant has given the Company notice of their intention to vote against the resolution at the EGM.

Save as disclosed above, to the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, no other Shareholder is required to abstain from voting on the resolutions at the EGM.

7. 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 Group. 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.

8. THE EGM

The EGM of the Company will be held at Room 7708B, 77/F, International Commerce Centre, No. 1 Austin Road West, Kowloon, Hong Kong at 10:00 a.m. on Monday, 7 August 2023, during which resolutions will be proposed to: (1) the Shareholders to consider and, if thought fit, pass resolutions to approve, the proposed adoption of the Share Award Scheme and (2) the Independent Shareholders to consider and, if thought fit, pass resolutions to approve Conditional Grant.

The notice of the EGM is set out on pages EGM-1 to EGM-3 of this circular. A form of proxy for use at the EGM is enclosed. Whether or not the Shareholders are able to attend the EGM, the Shareholders are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less 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 the Shareholders from attending and voting in person at the EGM or any adjournment thereof should the Shareholders so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to procedural or administrative matter to be voted by a show of hands. Accordingly, the resolution put to vote at the EGM will be taken by way of poll.

LETTER FROM THE BOARD

9. CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the EGM to be held on 7 August 2023, the register of members of the Company will be closed from Thursday, 3 August 2023 to Monday, 7 August 2023 (both days inclusive), during which period no transfer of shares in the Company can be registered. In order to qualify for attending the EGM, all properly completed share transfer forms, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong 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 2 August 2023.

10. RECOMMENDATION

The Directors (including all the independent non-executive Directors, but excluding Mr. Wang Jun, Mr. Shi Shushan and Ms. Wu Lam Li in respect of the Conditional Grant and who had abstained from voting in respect of the Conditional Grant) are of the opinion that the proposed adoption of the New Share Award Scheme and the termination of the Existing Share Award Scheme and the Post-IPO Share Option Scheme, and the Conditional Grant, are fair and reasonable, in the interests of the Company and the Shareholders (including the Independent Shareholders) as a whole and, accordingly, the Directors recommend all Shareholders and Independent Shareholders (as appropriate) to vote in favour of the resolution(s) to be proposed at the EGM to approve the same.

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

The following is a summary of the principal rules of the New Share Award Scheme but does not form part of, nor was it intended to be, part of the New Share Award Scheme nor should it be taken as effecting the interpretation of the New Share Award Scheme:

1. Eligible Participants to the New Share Award Scheme

Subject to the criteria and conditions set out in paragraph 14 below, any individual, being an employee or a director of any member of the Group whom the Board or its delegate(s) considers, in its sole discretion, to have contributed (and will continue to contribute) or will contribute to the Group is eligible to receive an Award. In particular, the eligibility of each of the Eligible Participants shall be determined by the Board or a committee of the Board from time to time and on a case-by-case basis.

Generally, with respect to Employee Participants, the Board will consider, among others, their general working performance, time commitment (full-time or part-time), length of their service within the Group, working experience, responsibilities and/or employment conditions with reference to the prevailing market practice and industry standard.

However, no individual who is a resident in a place where the grant, acceptance or vesting of an Award pursuant to the New 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 New Share Award Scheme.

2. Purposes of the New Share Award Scheme

The purposes of the New Share Award Scheme are (i) to align the interests of the Eligible Participants with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares; and (ii) to encourage and retain Eligible Participants to make contributions to the long-term growth and profits of the Group.

3. Awards

An Award gives a Selected Participant a conditional right, when the Awarded Shares vest, to obtain the Awarded Shares or, if in the absolute discretion of the Board or its delegate(s), it is not practicable for the Selected Participant to receive the Award in Shares, the cash equivalent from the sale of the Awarded Shares. An Award includes all cash income from dividends in respect of those Awarded Shares from the date the Award is granted to the date the Award vests. For the avoidance of doubt, the Board at its discretion may from time to time determine that any dividends declared and paid by the Company in relation to the Awarded Shares would be paid to the Selected Participant even though the Awarded Shares have not yet vested.

4. Grant of Award

The Board or the committee of the Board or person(s) to which the Board has delegated its authority may, from time to time, at their absolute discretion, grant an Award to a Selected Participant (in the case of the Board's delegate(s), to any Selected Participant other than a Director) by way of an Award Letter. The Award Letter will specify the Grant Date, the number of Awarded Shares underlying the Award, the vesting criteria and conditions (including but not limited to performance targets (if any)), the purchase price of Awarded Shares (if any), the vesting date and such other details as the Board or its delegate(s) may consider necessary.

No Awarded Shares shall be granted to any Eligible Participant if such grant of Awarded Shares to such person would result in the number of Shares issued and to be issued in respect of all award shares and options granted (excluding any award shares and options lapsed) in accordance with the terms of the New Share Award Scheme and other share scheme(s) adopted by the Company to such person in the 12 month period (or such other time period as may be specified by the Stock Exchange from time to time) up to and including the date of such grant representing in aggregate over 1% (or such other percentage as may be specified by the Stock Exchange from time to time) of Shares in issue, unless:

- (a) such grant has been duly approved, in the manner prescribed by the relevant provisions of Chapter 17 of the Listing Rules, by resolution of the Shareholders in general meeting, at which such person and his/her close associates (or his/her associates if such person is a connected person) shall abstain from voting;
- (b) a circular regarding the grant has been dispatched to the Shareholders in a manner complying with, and containing the information specified in, the relevant provisions of Chapter 17 of the Listing Rules; and
- (c) the number and terms of such Awarded Share are fixed before the general meeting of the Company at which the same are approved.

Each grant of an Award to any Director, chief executive or substantial shareholder of the Company, or any of their respective associates, shall be subject to the prior approval of the independent non-executive Directors (excluding any independent non-executive Director who is a proposed recipient of the grant of an Award). In addition:

- (a) where any grant of Awarded Shares to any Director (other than an independent non-executive Director) or chief executive of the Company, or any of their respective associates, would result in the Shares issued and to be issued in respect of all award shares granted (excluding any award shares lapsed) in accordance with the terms of the New Share Award Scheme and other share scheme(s) of the Company (if any) to such person in the 12-month period (or such other time period as may be specified by the Stock Exchange from time to time) up to and including the date of such grant representing in aggregate over 0.1% (or such other percentage as may be specified by the Stock Exchange from time to time) of the Shares in issue as at the date of

such grant, such further grant of Awarded Shares must be approved by Shareholders in general meeting in the manner required, and subject to the requirements set out, in the Listing Rules; or

- (b) where any grant of Awarded Shares to an independent non-executive Director or substantial shareholder of the Company (or any of their respective associates) would result in the Shares issued and to be issued in respect of all award shares and options granted (excluding any award shares and options lapsed) in accordance with the terms of the New Share Award Scheme and other share scheme(s) adopted by the Company to such person in the 12 month period (or such other time period as may be specified by the Stock Exchange from time to time) up to and including the date of such grant representing in aggregate over 0.1% (or such other percentage as may be specified by the Stock Exchange from time to time) of Shares in issue as at the date of such grant, such further grant of Awarded Shares must be approved by Shareholders in general meeting in the manner required, and subject to the requirements set out, in the Listing Rules.

In the circumstances described (a) and (b) above, the Company must send a circular to the Shareholders. The Selected Participants, his/her associates and all core connected persons of the Company must abstain from voting in favour at such general meeting. The Company must comply with the requirements under Rules 13.40, 13.41 and 13.42 of the Listing Rules.

5. Restrictions on Grants and Timing of Grants

No Award shall be made to Selected Participants under the New Share Award Scheme and no directions or recommendation shall be given to the Trustee with respect to a grant of an Award under the New Share Award Scheme:

- (a) after inside information has come to the Company's knowledge until (and including) the trading day on which it has announced the information. In particular, no Awards shall be granted during the period commencing one month immediately preceding the earlier of:
 - (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
 - (ii) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules);

and ending on the date of results announcement, no Award may be granted; nor should any Award be made to any Eligible Participant during any other periods of time stipulated by the relevant sections of the Listing Rules from time to time in relation to any restriction on the time of grant of awards, or

- (b) who is subject to the Model Code during the periods or times in which such Eligible Participant is prohibited from dealing in the Shares pursuant to the Model Code.

6. Maximum Number of Shares to be Granted

The total number of Shares which may be issued in respect of all options and awards to be granted under the New Share Award Scheme and any other schemes of the Company (the “**Scheme Mandate Limit**”) must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the Adoption Date or the relevant date of approval of the refreshment of the Scheme Mandate Limit.

For the purposes of calculating the Scheme Mandate Limit, Shares which are the subject matter of any options or awards that have already lapsed in accordance with the terms of the relevant share scheme(s) of the Company will not be regarded as utilized.

The Scheme Mandate Limit may be refreshed by ordinary resolution of the Shareholders in general meeting every three years from the date of the Shareholders’ approval for the last refreshment (or the Adoption Date), provided that:

- (a) the Scheme Mandate Limit so refreshed shall not exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of issued Shares as at the date of such Shareholders’ approval of the refreshment of the Scheme Mandate Limit;
- (b) for the purpose of calculating the Scheme Mandate Limit, options or awards lapsed will not be regarded as utilized and options or awards cancelled will be regarded as utilized; and
- (c) a circular regarding the proposed refreshment of the Scheme Mandate Limit has been dispatched to the Shareholders in a manner complying with, and containing the matters specified in, Chapter 17 of the Listing Rules.

Further to the requirements set out above, any refreshment of the Scheme Mandate Limit within three years from the date of the Shareholders’ approval for the last refreshment (or the Adoption Date) must be approved by the independent Shareholders in general meeting subject to the following provisions:

- (a) any controlling shareholder and their associates (or if there is no controlling shareholder, Directors (excluding independent non-executive Directors) and the chief executive of the Company and their respective associates) must abstain from voting in favour of the relevant resolution at the general meeting;
- (b) the Company must comply with the requirements under Rules 13.39(6) and (7), 13.40, 13.41 and 13.42 of the Listing Rules; and

- (c) the requirements under sub-paragraphs (a) and (b) above do not apply if the refreshment is made immediately after an issue of Shares by the Company to its Shareholders on a pro rata basis as set out in Rule 13.36(2)(a) of the Listing Rules such that the unused part of the Scheme Mandate Limit (as a percentage of the Shares in issue) upon refreshment is the same as the unused part of the Scheme Mandate Limit immediately before the issue of the Shares, rounded to the nearest whole Share.

The Company may seek separate approval from the Shareholders in general meeting for granting options or awards which will result in the Scheme Mandate Limit being exceeded, provided that:

- (a) the grant is only to Eligible Participants specifically identified by the Company before the approval is sought; and
- (b) a circular regarding the grant has been dispatched to the Shareholders in a manner complying with, and containing the matters specified in, the relevant provisions of Chapter 17 of the Listing Rules and any other applicable laws and rules.

If the Company conducts any share consolidation or subdivision after the Scheme Mandate Limit has been approved in the general meeting, the maximum number of Shares that may be issued by the Company pursuant to the New Share Award Scheme and all other share schemes of the Company under the unutilized Scheme Mandate Limit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same, rounded to the nearest whole Share.

7. Purchase price of Share Award

The purchase price of the Awarded Shares (if any) shall be such price determined by the Board, the committee of the Board, or person(s) to which the Board has delegated its authority from time to time based on considerations such as the prevailing closing price of the Shares (being the average closing market price for the five preceding business days on which the Shares are traded on the Stock Exchange), the purpose of the Award and the characteristics and profile of the Selected Participant. No acceptance price of Awarded Shares will be payable on the acceptance of such an Award.

8. Rights Attached to the Award

Save that the Board at its discretion may from time to time determine that any dividends declared and paid by the Company in relation to the Awarded Shares would be paid to the Selected Participants even though the Awarded Shares have not yet vested, the Selected Participant only has a contingent interest in the Awarded Shares underlying an Award unless and until such Awarded Shares are actually transferred to the Selected Participant, nor does he/she have any rights to any cash or non-cash income until the Awarded Shares and Related Income vest.

Neither the Selected Participant nor the Trustee may exercise the voting rights in respect of any Shares held under the Trust (including but not limited to the Awarded Shares, any Returned Shares, any bonus Shares and any scrip Shares). In particular, the Trustee holding unvested Shares under the New Share Award Scheme, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the beneficial owner's direction and such a direction is given.

In the event the Company undertakes a scrip dividend scheme, the Trustee shall elect to receive the cash component, unless otherwise instructed by the Company, which shall be treated as Related Income (for the cash income derived from Awarded Shares) or Returned Trust Funds (for the cash income derived from Returned Shares).

9. Issue of Shares and/or Transfer of Funds to the Trustee

The Company shall (i) issue and allot Shares to the Trustee, and/or (ii) transfer to the Trustee the necessary funds and instruct the Trustee to acquire Shares through on-market transactions at the prevailing market price (which the Trustee shall do so as soon as reasonably practicable for the purpose of satisfying the Awards). The Awarded Shares will be held in trust for the Selected Participants until the end of each vesting period. When the Selected Participant has satisfied all vesting conditions specified by the Board at the time of making the Award and become entitled to the Awarded Shares, the Trustee shall transfer the relevant Awarded Shares to that Selected Participant.

10. Assignment of Awards

Any Awarded Shares granted under the New Share Award Scheme but not yet vested are personal to the Selected Participants to whom they are granted and cannot be assigned or transferred. Unless a waiver is granted by the Stock Exchange or otherwise permitted or required under the applicable laws and regulations, a Selected Participant shall not in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Award, or enter into any agreement to do so.

11. Vesting of Awards

Subject to the Listing Rules, the Board or the committee of the Board or person(s) to which the Board delegated its authority may from time to time while the New Share Award Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions or periods for the Award to be vested. The vesting date in respect of any Award shall be not less than 12 months from the Grant Date, provided that for Employee Participants, the vesting date may be less than 12 months from the Grant Date (including on the Grant Date) in and only in the following circumstances where:

- (a) grants of "make whole" Awards to new joiner Employee Participants to replace share awards such Employee Participants forfeited when leaving their previous employers;

- (b) grants to an Employee Participant whose employment is terminated due to death or disability or occurrence of any out of control event. In those circumstances, the vesting of Awards may accelerate;
- (c) grants of Awards with performance-based vesting conditions, in lieu of time-based vesting criteria;
- (d) grants of Awards that are made in batches during a year for administrative and compliance reasons. They may include Awards that should have been granted earlier but had to wait for a subsequent batch. In such cases, the vesting periods may be shorter to reflect the time for which an Award would have been granted;
- (e) grants of Awards with a mixed or accelerated vesting schedule such as where the Awards vest evenly over a period of 12 months; or
- (f) grants of Awards with a total vesting and holding period of more than 12 months.

Within a reasonable time period as agreed between the Trustee and the Board or its delegate(s) from time to time prior to any vesting date, the Board or its delegate(s) will send a vesting notice to the relevant Selected Participant which states the extent to which the Awarded Shares held in the Trust shall be transferred and released from the Trust to the Selected Participant. Subject to the receipt of the vesting notice and notification from the Board or its delegate(s), the Trustee will transfer and release the relevant Award in the manner as determined by the Board or its delegate(s).

If, in the absolute discretion of the Board or its delegate(s), it is not practicable for the Selected Participant to receive the Award in Shares, solely due to legal or regulatory restrictions with respect to the Selected Participant's ability to receive the Award in Shares or the Trustee's ability to give effect to any such transfer to the Selected Participant, the Board or its delegate(s) will direct and procure the Trustee to sell, on-market at the prevailing market price, the number of Awarded Shares so vested in respect of the Selected Participant and pay the Selected Participant the proceeds arising from such sale based on the Actual Selling Price of such Awarded Shares and Related Income derived from such Awarded Shares in cash as set out in the vesting notice.

12. Performance Targets

Subject to the rules of the New Share Award Scheme, the Listing Rules and any applicable laws and regulations, the Board or the committee of the Board or person(s) to which the Board has delegated its authority shall have the power from time to time to establish and administer performance targets (if any) in respect of the grant and/or vesting of the Award and such performance targets shall include, among others, financial targets and management targets which shall be determined based on the (i) individual performance, (ii) performance of the Group and/or (iii) performance of business groups, business units, business lines, functional departments, projects and/or geographical area managed by the Selected Participants. For the avoidance of doubt, an Awarded Share shall not be subject to any performance targets, criteria or conditions if none are set out in the relevant Award Letter.

13. Consolidation, Subdivision, Reduction, Bonus issue and Other Distribution

In the event the Company undertakes a consolidation, subdivision or reduction of the Shares, corresponding changes will be made to the number of outstanding Awarded Shares that have been granted provided that the adjustments shall be made in such manner as the Board or its delegate(s) determines to be fair and reasonable in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the New Share Award Scheme for the Selected Participants. All fractional shares (if any) arising out of such consolidation, subdivision or reduction in respect of the Awarded Shares of a Selected Participant shall be deemed as Returned Shares and shall not be transferred to the relevant Selected Participant on the relevant vesting date. The Trustee shall hold Returned Shares to be applied towards future Awards in accordance with the provisions of the rules of the New Share Award Scheme for the purpose of the New Share Award Scheme.

In the event of an issue of Shares by the Company credited as fully paid to the holders of the Shares by way of capitalization of profits or reserves, the Shares attributable to any Awarded Shares held by the Trustee shall be deemed to be an accretion to such Awarded Shares and shall be held by the Trustee as if they were Awarded Shares purchased by the Trustee hereunder and all the provisions hereof in relation to the original Awarded Shares shall apply to such additional Shares.

In the event of other non-cash and non-scrip distributions made by the Company in respect of the Shares held upon Trust, unless otherwise instructed by the Board, the Trustee shall sell such distribution and the net sale proceeds thereof shall be deemed as Related Income of the Awarded Shares or Returned Trust Funds of the Returned Shares held upon Trust.

In the event the Company undertakes an open offer of new securities, the Trustee shall not subscribe for any new Shares. In the event of a rights issue, the Trustee shall seek instructions from the Company on the steps or actions to be taken in relation to the nil-paid rights allotted to it.

Any adjustments required under Rule 17.03(13) of the Listing Rules must give a Selected Participants the same proportion of the equity capital, rounded to the nearest whole Share, as that to which that person was previously entitled, but no such adjustments may be made to the extent that a Share would be issued at less than its nominal value (if any). The issue of securities as consideration in a transaction may not be regarded as a circumstance requiring adjustment. In respect of any such adjustments, other than any made on a capitalization issue, an independent financial adviser or auditors of the Company must confirm to the Directors in writing that the adjustments satisfy the requirements set out in the note to Rule 17.03(13) of the Listing Rules.

14. Cessation as an Eligible Participant, Clawback Mechanism and Lapse of Unvested Awards

If there is a change in position(s) or duty(ies) of a Selected Participant's employment or contractual engagement with the Group and such Selected Participant is still regarded as an Eligible Participant, any outstanding Awarded Shares and Related Income not yet vested shall continue to vest in accordance with the vesting date set out in the Award Letter, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a Selected Participant ceases to be an Eligible Participant by reason of (i) retirement of the Selected Participant at his/her normal retirement age as specified in his/her terms of employment or contractual engagement with the Group or as prescribed under applicable law; or (ii) his/her job-related permanent physical or mental disablement or job-related death, any outstanding Awarded Shares and Related Income not yet vested shall continue to vest in accordance with the vesting date set out in the Award Letter, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a Selected Participant ceases to be an Eligible Participant by reason of (i) death of the Selected Participant (unless job-related); (ii) termination of the Selected Participant's employment or contractual engagement with the Group by reason of his/her permanent physical or mental disablement (unless job-related); (iii) termination of the Selected Participant's employment or early termination of the contractual engagement with the Group by reasons of misconduct or otherwise pursuant to law or employment or engagement contract; (iv) termination of the Selected Participant's employment or contractual engagement with the Group by reason of redundancy or unsatisfactory performance; (v) resignation of the Selected Participant's employment; (vi) winding up of any member of the Group in which the Selected Participant is employed or is contractually engaged; (vii) end of the term of the Selected Participant's contract for provision of services, goods or otherwise with the Group; or (viii) end of the term of the contract of the Selected Participant's engagement with the Group as contractual staff, any outstanding Awarded Shares and Related Income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a Selected Participant, being an Employee Participant whose employment is terminated by the Group by reason of the Group terminating the contract of employment without notice or payment in lieu of notice, or the Selected Participant having been convicted of any criminal offence involving his/her integrity or honesty, or the Selected Participant having committed acts which brings the Group into disrepute or causes damages to the Group (including, among others, causing material misstatement of the financial statements of the Group), any outstanding Awarded Shares and Related Income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a Selected Participant is declared bankrupt or becomes insolvent or makes any arrangements or composition with his/her creditors generally, any outstanding Awarded Shares and Related Income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion. If a Selected Participant is not in

good standing or is subject to disciplinary action, performance review or internal investigation by reasons of unsatisfactory performance or misbehaviour or non-compliance with its terms of employment or contractual engagement with the Group or other employers (if applicable) and such Selected Participant is still regarded as an Eligible Participant, any outstanding Awarded Shares and Related Income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a Selected Participant ceases to be an Eligible Participant for reasons other than those stated in this paragraph above, any outstanding Awarded Shares and Related Income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

15. Cancellation of Awards

The Board in its sole discretion may cancel an Awarded Share granted but remained unvested with the approval of the Selected Participant of such Awarded Share in certain circumstances, including where it is necessary to comply with the laws in the jurisdictions in which the Eligible Participants and the Company are subject to, or in order to comply with the requirements of any securities exchange.

Awarded Shares may be granted to an Eligible Participant in place of his/her cancelled Awarded Shares provided that there are available Scheme Mandate Limit approved by the Shareholders as referred to in Rule 17.03B or Rule 17.03C of the Listing Rules. The Awarded Shares cancelled will be regarded as utilized for the purpose of calculating the Scheme Mandate Limit.

16. Alteration of the New Share Award Scheme

The Directors may from time to time in their absolute discretion alter the definition of “Eligible Participants” and Award Period and the provisions in paragraphs 1, 2, 4, 6, 7, 8, 10 to 19 of this Appendix which are of a material nature or provisions relating to the matters set out in Rule 17.03 of the Listing Rules to the advantage of Selected Participants or prospective Selected Participants provided that approval from the Shareholders in general meeting (with the Selected Participants and their associates abstaining from voting) has been obtained. Save for the above, the Board or its delegate(s) may alter the terms of the New Share Award Scheme without the approval of the Shareholders in a general meeting. No such alteration shall operate to affect adversely the terms of issue of any Awarded Shares granted or agreed to be granted prior to such alteration except with the consent or sanction in writing of such majority of the Selected Participants as would be required of the Shareholders under the constitutional documents for the time being of the Company for a variation of the rights attached to the Shares.

Any change to the authority of the Board or the scheme administrators to alter the terms of the New Share Award Scheme shall not be valid unless approved by the Shareholders in general meeting.

Any change to the terms of Awarded Shares granted to a Selected Participant must be approved by the Board, the remuneration committee of the Company, the independent non-executive Directors and/or the Shareholders in general meeting (as the case may be) if the initial grant of the Awarded Shares requires such approval (except where the alterations take effect automatically under the existing provisions of the New Share Award Scheme).

The amended terms of the New Share Award Scheme or the Awarded Shares must comply with Chapter 17 of the Listing Rules.

17. Termination

The New Share Award Scheme shall terminate on the earlier of:

- (a) the end of the Award Period except in respect of any non-vested Awarded Shares granted hereunder prior to the expiration of the New Share Award Scheme, for the purpose of giving effect to the vesting of such Awarded Shares or otherwise as may be required in accordance with the provisions of the New Share Award Scheme; and
- (b) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any Selected Participant under the rules of the New Share Award Scheme, provided further that for the avoidance of doubt, the change in the subsisting rights of a Selected Participant in this paragraph 17(b) refers solely to any change in the rights in respect of the Awarded Shares already granted to a Selected Participant.

18. Administration of the New Share Award Scheme

The Board has the power to administer the New Share Award Scheme, including the power to construe and interpret the rules of the New Share Award Scheme, the terms of the Awards granted under the New Share Award Scheme, and where applicable, the trust deed to be entered into with the Trustee. The Board may delegate the authority to administer the New Share Award Scheme to a committee of the Board or other person(s) as deemed appropriate at the sole discretion of the Board. The Board or its delegate(s) may also appoint one or more independent third party contractors to assist in the administration of the New Share Award Scheme as they think fit.

19. Duration

Subject to any early termination as may be determined by the Board, the New Share Award Scheme shall be valid and effective for a term of 10 years commencing from the Adoption Date.

20. Conditions of the New Share Award Scheme

The New Share Award Scheme is conditional upon (i) the passing of ordinary resolution(s) by the Shareholders at a general meeting of the Company to (1) approve and adopt the New Share Award Scheme; (2) authorise the Board to grant Awarded Shares under the New Share Award Scheme; and (3) authorise the Board to allot and issue Shares in respect of any Awarded Shares to be granted pursuant to the New Share Award Scheme; and (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, any Shares on the Stock Exchange which may be issued by the Company in respect of all Awarded Shares to be granted in accordance with the terms and conditions of the New Share Award Scheme.

21. Miscellaneous

Should there be any discrepancy between English and Chinese versions of the New Share Award Scheme, the English version shall prevail.

NOTICE OF EXTRAORDINARY GENERAL MEETING

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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) PROPOSED ADOPTION OF THE NEW SHARE AWARD SCHEME
AND TERMINATION OF THE EXISTING SHARE AWARD SCHEME
AND THE POST-IPO SHARE OPTION SCHEME
(2) CONDITIONAL GRANT OF SHARE AWARDS
TO CERTAIN DIRECTORS
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Unless otherwise specified, capitalized terms used in this notice shall have the same meanings as defined in the circular of the Company dated 20 July 2023 in respect of the adoption of the New Share Award Scheme, termination of the Existing Share Award Scheme and the Post-IPO Share Option Scheme, and the Conditional Grant (the “**Circular**”). Details regarding the resolutions in this notice are set out in the Circular.

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “**EGM**”) of Central China New Life Limited (the “**Company**”) will be held at 10:00 a.m. on Monday, 7 August 2023 at Room 7708B, 77/F, International Commerce Centre, No. 1 Austin Road West, Kowloon, Hong Kong, for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as ordinary resolutions of the Company:

1. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval for the listing of, and the permission to deal in, the Shares to be issued in respect of the award shares to be granted under the New Share Award Scheme, a copy of which is tabled at the meeting and marked “A” and initialled by the chairman of the meeting for identification purpose, the New Share Award Scheme be and is hereby approved and adopted; and any

NOTICE OF EXTRAORDINARY GENERAL MEETING

director of the Company or his/her delegate(s) be and are hereby authorized to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Award Scheme, including but without limitation:

- (i) to administer the New Share Award Scheme under which award shares will be granted to the Eligible Participants eligible under the New Share Award Scheme to subscribe for Shares, including but not limited to determining and granting the award shares in accordance with the terms of the New Share Award Scheme;
 - (ii) to modify and/or amend the New Share Award Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Award Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;
 - (iii) to grant award shares under the New Share Award Scheme and to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted and issued in respect of the award shares to be granted under the New Share Award Scheme and subject to the Listing Rules and the Companies Ordinance;
 - (iv) to make application at appropriate time or times to the Stock Exchange and any other stock exchanges upon which the issued Shares may for the time being be listed, for listing of, and permission to deal in, any Shares which may hereafter from time to time be allotted and issued in respect of the award shares to be granted under the New Share Award Scheme and subject to the Listing Rules and the Companies Ordinance; and
 - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Award Scheme and subject to the Listing Rules and the Companies Ordinance;
- (b) the total number of Shares which may be issued in respect of all options and awards to be granted under the New Share Award Scheme and any other schemes of the Company must not in aggregate exceed 10% (or such other percentage which may be specified by the Stock Exchange from time to time) of the total number of Shares in issue as at the Adoption Date or the relevant date of approval of the refreshment of the Scheme Mandate Limit.”

NOTICE OF EXTRAORDINARY GENERAL MEETING

2. “**THAT:**

Conditional upon resolution no. 1 above being passed, the Existing Share Award Scheme which was adopted by the Company on 12 July 2021 and the Post-IPO Share Option Scheme which was adopted by the Company on 29 April 2020 be and are hereby terminated with effect from the adoption of the New Share Award Scheme.”

3. “**THAT:**

Conditional upon resolution no. 1 above being passed, the Conditional Grant (consisting of the grant of 6,000,000 Awarded Shares to Mr. Wang Jun, 3,000,000 Awarded Shares to Mr. Shi Shushan and 1,500,000 Awarded Shares to Ms. Wu Lam Li) pursuant to the New Share Award Scheme be and is hereby approved and that any one director of the Company be and is hereby authorised to do all such acts and/or execute all such documents as may be necessary or expedient in order to give effect to the foregoing.”

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

Hong Kong, 20 July 2023

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend and vote instead of him/her. A proxy needs not to be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority (if any), under which it is signed or a notarially certified copy of that power or authority, must be deposited at the share registrar of the Company, 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 appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Thursday, 3 August 2023 to Monday, 7 August 2023, both days inclusive, during which period no transfer of shares will be effected. In order to be eligible to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates and other relevant documents, if any, must be lodged with Computershare Hong Kong Investor Services Limited, the share registrar of the Company, 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 2 August 2023.

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