
THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountants or other professional adviser.

If you have sold or transferred all your shares in **Changsha Broad Homes Industrial Group Co., Ltd.**, you should at once hand this circular to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



Changsha Broad Homes Industrial Group Co., Ltd.
長沙遠大住宅工業集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2163)

**MATTERS TO BE RESOLVED AT ANNUAL GENERAL MEETING AND
NOTICE OF ANNUAL GENERAL MEETING**

The AGM of Changsha Broad Homes Industrial Group Co., Ltd. will be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, High-tech Development Zone, Changsha, Hunan Province, the PRC at 10:00 a.m. on Friday, May 12, 2023. Notice of the AGM is set out on pages 15 to 17 of this circular.

If you intend to attend the AGM by proxy, you are required to return the duly completed form of proxy attached hereto according to the instructions printed thereon not less than 24 hours before the time appointed for the holding of the AGM (i.e. before 10:00 a.m. on Thursday, May 11, 2023) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (and any adjournment thereof) if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

April 21, 2023

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Appendix I Matters to be Resolved at the AGM	7
Appendix II Comparison Table of Amendments to the Articles of Association	10
Appendix III Comparison Table of Amendments to the Rules of Procedure of General Meetings	12
Appendix IV Comparison Table of Amendments to the Rules of Procedure of Board of Directors	13
Appendix V Proposed Amendments to the Regulation on Management of External Guarantee	14
Notice of 2022 Annual General Meeting	15

DEFINITIONS

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

“AGM”	the 2022 annual general meeting of the Company to be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, High-tech Development Zone, Changsha, Hunan Province, the PRC at 10:00 a.m. on Friday, May 12, 2023 and any adjournment thereof (if any), the notice of which is set out in this circular
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Board”	the board of Directors of the Company
“China” or “PRC”	the People’s Republic of China, but for the purpose of this circular only, excluding Hong Kong, Macau Special Administrative Region and Taiwan region
“Company”	Changsha Broad Homes Industrial Group Co., Ltd. (長沙遠大住宅工業集團股份有限公司), which was established in the PRC on April 30, 2006 as a limited liability company and was converted into a joint stock company with limited liability in the PRC on December 10, 2015, whose H Shares are listed on the Hong Kong Stock Exchange (Stock Code: 2163)
“Director(s)”	the director(s) of the Company
“Domestic Share(s)”	domestic unlisted ordinary share(s) in the share capital of the Company with a par value of RMB1.00 each, which are subscribed for and paid up in Renminbi
“H Share(s)”	overseas listed foreign investment share(s) of the Company with a par value of RMB1.00 each, which are listed on the Hong Kong Stock Exchange and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Hong Kong Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“RMB” or “Renminbi”	the lawful currency of the PRC
“Rules of Procedure of Board of Directors”	the rules of procedure of board of directors of the Company, as amended from time to time
“Rules of Procedure of General Meetings”	the rules of procedure of general meetings of the Company, as amended from time to time
“Shareholder(s)”	the holder(s) of the share(s) of the Company
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company

LETTER FROM THE BOARD



Changsha Broad Homes Industrial Group Co., Ltd.

長沙遠大住宅工業集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2163)

Executive Directors:

Mr. Zhang Jian (*Chairman*)

Ms. Tang Fen

Mr. Hu Shengli

Ms. Shi Donghong

Mr. Zhang Kexiang

Mr. Tan Xinming

Registered Office:

Intersection of Lusong Road and

Dongfanghong Road

Changsha High-tech Development Zone,

Changsha

Hunan Province

PRC

Non-executive Director:

Mr. Zhang Quanzun

Principal Place of Business in Hong Kong:

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

Independent Non-executive Directors:

Mr. Chen Gongrong

Mr. Li Zhengnong

Mr. Wong Kai Yan Thomas

Mr. Zhao Zhengting

April 21, 2023

To the Shareholders

Dear Sir/Madam,

**MATTERS TO BE RESOLVED AT ANNUAL GENERAL MEETING AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with notice of the AGM as set out on pages 15 to 17 of this circular and reasonable information required for you to make an informed decision regarding the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

MATTERS TO BE RESOLVED AT THE AGM

The resolutions to be proposed at the AGM for approval by way of ordinary resolutions include:

1. To consider and approve the report of the Board of Directors of the Company for the year 2022;
2. To consider and approve the report of the Supervisory Committee of the Company for the year 2022;
3. To consider and approve the financial statements of the Company for the year 2022;
4. To consider and approve the final financial statements of the Company for the year 2022;
5. To consider and approve the financial budget report of the Company for the year 2023;
6. To consider and approve the resolution in relation to profit distribution of the Company for the year 2022;
7. To consider and approve the resolution in relation to remunerations of Directors and Supervisors of the Company for the year 2022;
8. To consider and approve the resolution in relation to the financing and guarantee limit of the Company and its subsidiaries for the year 2023;
9. To consider and approve the resolution in relation to the engagement of auditors of the Company for the year 2023;
10. To consider and approve the resolution on amendments to the Rules of Procedure of General Meetings of Changsha Broad Homes Industrial Group Co., Ltd.;
11. To consider and approve the resolution on amendments to the Rules of Procedure of Board of Directors of Changsha Broad Homes Industrial Group Co., Ltd.;
12. To consider and approve the resolution on amendments to the Regulation on Management of External Guarantee of Changsha Broad Homes Industrial Group Co., Ltd.;

The resolution to be proposed at the AGM for approval by way of a special resolution includes:

13. To consider and approve the resolution on amendments to the Articles of Association of Changsha Broad Homes Industrial Group Co., Ltd..

LETTER FROM THE BOARD

To enable you to get a better understanding of the resolutions to be proposed at the AGM and make an informed decision with adequate and necessary information, we have provided for the Shareholders in this circular explanatory information on matters to be considered and approved thereat (please refer to Appendix I). In addition, the full text of the report of the Board of Directors for the year 2022, and the report of the Supervisory Committee for the year 2022 of the Company and details regarding the financial statements and final financial statements for 2022 and remuneration of the Directors and Supervisors for 2022 of the Company are set out in the 2022 annual report of the Company despatched to the Shareholders on March 31, 2023.

AGM

The AGM will be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, High-tech Development Zone, Changsha, Hunan Province, the PRC at 10:00 a.m. on Friday, May 12, 2023, for the purpose of considering and, if thought fit, passing resolutions regarding the above matters. The notice of the AGM is set out on pages 15 to 17 of this circular.

As set out in the notice of the AGM, in order to ascertain Shareholders' entitlement to attend the AGM, the register of members of the Company will be closed from Tuesday, May 9, 2023 to Friday, May 12, 2023 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Friday, May 12, 2023 are entitled to attend and vote at the AGM.

If you intend to attend the AGM by proxy, you are required to return the duly completed form of proxy attached hereto according to the instructions printed thereon not less than 24 hours before the time appointed for the holding of the AGM (i.e. before 10:00 a.m. on Thursday, May 11, 2023) or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (and any adjournment thereof) if you so wish. In such event, the instrument appointing a proxy shall be deemed to be revoked.

VOTING BY POLL

Pursuant to relevant requirements of the Hong Kong Listing Rules, voting at the AGM will be taken by poll. The announcement of poll results of the meeting will be published on the websites of the Hong Kong Stock Exchange (www.hkexnews.hk) and the Company (www.bhome.com.cn). To the best of the Directors' knowledge, information and belief, none of the Shareholders will be required to abstain from voting at the AGM according to the Hong Kong Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATIONS

The Board (including the independent non-executive Directors) is of the opinion that, all of the resolutions as set out in the notice of the AGM for Shareholders' consideration and approval are in the interests of the Company and the Shareholders as a whole, and therefore, recommends Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

RESPONSIBILITY STATEMENT

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

Yours faithfully,
On behalf of the Board
Changsha Broad Homes Industrial Group Co., Ltd.
Zhang Jian
Chairman

Explanatory information of matters to be considered and approved at the AGM is set out below:

RESOLUTION IN RELATION TO PROFIT DISTRIBUTION FOR THE YEAR 2022

Taking into account the Company's long-term development strategy and short-term operating conditions, the Company's existing and future investment capital requirements, working capital and other significant capital arrangements, as well as the need to meet the liquidity requirements of the Company in view of the COVID-19 pandemic and the current situation of the real estate industry, the Board proposed not to make any profit distribution for 2022 in order to ensure the smooth implementation of the Company's development strategy and better safeguard the long-term interests of all Shareholders

The resolution has been considered and approved by the Board and is hereby proposed for consideration by the Shareholders and Shareholder proxies at the AGM by way of an ordinary resolution.

RESOLUTION IN RELATION TO FINANCIAL BUDGET FOR THE YEAR 2023

Based on the operating results of the Group in 2022 and relevant data, the budget for operating income of the Group for 2023 was RMB3,091 million and the budget for proposed investment amount of the Group for 2023 was RMB66 million, which will be used for construction of factory projects in Zhengzhou, Weifang and Zhenjiang and other projects.

The resolution has been considered and approved by the Board and is hereby proposed for consideration by the Shareholders and Shareholder proxies at the AGM by way of an ordinary resolution.

RESOLUTION IN RELATION TO ENGAGEMENT OF AUDITORS OF THE COMPANY FOR THE YEAR 2023

The Board proposes to re-appoint KPMG and KPMG Huazhen LLP to be our auditors under the International Financial Reporting Standards and the China Accounting Standards for Business Enterprises for the year 2023, respectively, to audit the Company's 2023 annual financial statements and review the 2023 interim financial statements, with a term commencing from approval at the 2022 annual general meeting till the next annual general meeting. Meanwhile, the Board proposes to submit to the AGM to authorize the Board to delegate chairman to determine the auditors' remunerations pursuant to market principle.

The resolution has been considered and approved by the Board and is hereby proposed for consideration by the Shareholders and Shareholder proxies at the AGM by way of an ordinary resolution.

RESOLUTION IN RELATION TO THE FINANCING AND GUARANTEE LIMIT OF THE COMPANY AND ITS SUBSIDIARIES FOR THE YEAR 2023

The Company and its subsidiaries propose to apply to financial institutions for actual credit facilities (including new credit facilities and extensions upon maturity of original credit facilities) of not more than RMB6 billion in 2023, which does not represent the financing amount of the Company. The actual financing amount shall be within the credit facilities and subject to that actually incurred between financial institutions and the Company and the specific financing amount shall be determined based on the actual demand for working capital of the Company and its subsidiaries. Subject to the above-mentioned total credit facilities, the Company may adjust allocations as required. Guarantee and counter-guarantee within the credit facilities of RMB6 billion may be provided between the Company and its subsidiaries and among subsidiaries.

The above-mentioned financing and guarantee limit shall be valid for a term commencing from consideration and approval at the 2022 AGM till the next annual general meeting. The Board proposes to authorize Mr. Zhang Jian, the chairman, to implement special matters regarding financing and guarantee thereof and enter into relevant financing and guarantee agreements and other legal documents with financial institutions on behalf of the Company during the validity of the above-mentioned financing and guarantee limit.

The resolution has been approved by the Board and will be proposed for consideration and approval at the AGM by way of an ordinary resolution.

RESOLUTION ON AMENDMENTS TO THE ARTICLES OF ASSOCIATION OF CHANGSHA BROAD HOMES INDUSTRIAL GROUP CO., LTD., THE RULES OF PROCEDURE OF GENERAL MEETINGS OF CHANGSHA BROAD HOMES INDUSTRIAL GROUP CO., LTD. AND THE RULES OF PROCEDURE OF BOARD OF DIRECTORS OF CHANGSHA BROAD HOMES INDUSTRIAL GROUP CO., LTD.

According to the actual needs of the Company, the Board proposed to make amendments to the relevant articles of the Article of Association, Rules of Procedure of General Meetings and Rules of Procedure of Board of Directors.

The Board proposed to the Shareholders to authorize the Board secretary to handle the application, approval, registration, filing and other related matters (including but not limited to making textual amendments according to the requirements of relevant departments of the Chinese government or domestic and overseas regulatory agencies) required for the amendments to the Articles of Association, Rules of Procedure of General Meetings and Rules of Procedure of Board of Directors.

The resolution on amendments to the Articles of Association of Changsha Broad Homes Industrial Group Co., Ltd. has been considered and approved by the Board, and will be proposed to the AGM for consideration and approval by way of a special resolution; the resolution on amendments to the Rules of Procedure of General Meetings of Changsha Broad Homes Industrial Group Co., Ltd. has been considered and approved by the Board, and will be proposed to the AGM for consideration and approval by way of an ordinary resolution; and the resolution on amendments to the Rules of Procedure of Board of Directors of Changsha Broad Homes Industrial Group Co., Ltd. has been considered and approved by the Board, and will be proposed to the AGM for consideration and approval by way of an ordinary resolution.

The above proposed amendments will take effect from the date of being considered and approved at the AGM. The existing Articles of Association, Rules of Procedure of General Meetings and Rules of Procedure of Board of Directors shall remain in force until the above proposed amendments become effective.

For details of the proposed amendments to the Articles of Association, please refer to Appendix II to this circular; for details of the proposed amendments to the Rules of Procedure of General Meeting, please refer to Appendix III to this circular; and for details of the proposed amendments to the Rules of Procedure of Board of Directors, please refer to Appendix IV to this circular.

RESOLUTION ON PROPOSED AMENDMENTS TO THE REGULATION ON MANAGEMENT OF EXTERNAL GUARANTEE OF CHANGSHA BROAD HOMES INDUSTRIAL GROUP CO., LTD.

Based on the actual needs of the Company, the Company proposed to make amendments to the Regulation on Management of External Guarantee. The said proposed amendments have been considered and approved by the Board and will be proposed to the AGM for consideration and become effective from the date of being considered and approved at the AGM. The existing Regulation on Management of External Guarantee shall remain in force until the above proposed amendments become effective.

The resolution on proposed amendments to the Regulation on Management of External Guarantee has been approved by the Board, and will be proposed to the AGM for consideration and approval by way of an ordinary resolution.

For details of the proposed amendments to the Regulation on Management of External Guarantee of Changsha Broad Homes Industrial Group Co., Ltd., please refer to Appendix V to this circular.

Original article	Article after amendment
<p>Article 9 For the purposes of these Articles of Association, the term “senior management members” refers to the Company’s general manager, deputy general manager, financial controllers and secretary to the board of directors.</p>	<p>Article 9 For the purposes of these Articles of Association, the term “senior management members” refers to the Company’s general manager (<u>president and CEO, the same below</u>), deputy general manager, financial controllers and secretary to the board of directors.</p>
<p>Article 13 The scope of business of the Company shall be that approved by the Market Supervision and Administration Bureau of Hunan Province and shall include: research and testing of projects and technology; production and possessing of furniture; retail of sanitary wares; installation of household appliances; production of precast concrete components; elevator installation engineering services; the import and export business of goods and technologies conducted by itself or as an agent, other than goods and technologies restricted or prohibited from import and export by the State; technological development services for new materials; research and development of permeable concrete; production of renewable construction materials; manufacturing of machineries for the production of construction materials, wooden doors and windows, stairs, machineries for construction engineering, enamel sanitary wares and metal bathroom and plumbing appliances; sales of electrical and machinery equipment and minerals; business training; and property operation and leasing. (For businesses that require approval by laws, they may only be commenced after obtaining approval from the relevant authorities).</p> <p>The Company may change its scope of business based on its own development needs in accordance with laws.</p>	<p>Article 13 The scope of business of the Company shall be that approved by the Market Supervision and Administration Bureau of Hunan Province and shall include: <u>general items: research and testing of projects and technology; furniture manufacturing; manufacturing of enamel products; manufacturing of sanitary wares; sales of sanitary wares; sales of household appliances; installation services of household appliances; manufacturing of cement products; technological research and development for new materials; sales of construction materials; manufacturing of machineries for the production of construction materials; manufacturing of equipment for the production of glass, ceramics and enamel products; manufacturing of mechanical and electrical equipment; repair and maintenance of electrical equipment; non-residential real estate leasing; import and export agents; business training (excluding education training, vocational skills training and other training required to obtain permission) (Except for projects subject to approval by laws, business activities shall be carried out independently with the business license in accordance with laws).</u> research and testing of projects and technology; production and possessing of furniture; retail of sanitary wares; installation of household appliances; production of precast concrete components; elevator installation engineering services; the import and export business of goods and technologies conducted by itself or as an agent, other than goods and technologies restricted or prohibited from import and export by the State; technological development services for new materials; research and development of permeable concrete; production of renewable construction materials; manufacturing of machineries for the production of construction materials, wooden doors and windows, stairs, machineries for construction engineering, enamel sanitary wares and metal bathroom and plumbing appliances; sales of electrical and machinery equipment and minerals; business training; and property operation and leasing. (For businesses that require approval by laws, they may only be commenced after obtaining approval from the relevant authorities).</p> <p>The Company may change its scope of business based on its own development needs in accordance with laws.</p>

Original article	Article after amendment
<p>Article 86 If a general meeting is convened by the board of directors, the chairman of the board of directors shall serve as host and preside over the meeting. If the chairman of the board of directors fails or is unable to perform his/her duties, the meeting shall be presided over by the director jointly elected by at least one-half of the directors.</p> <p>.....</p>	<p>Article 86 If a <u>A</u> general meeting is convened by the board of directors, <u>shall be presided over by</u> the chairman of the board of directors shall serve as host and preside over the meeting. If the chairman of the board of directors fails or is unable to perform his/her duties, the meeting shall be presided over by <u>the vice chairman of the board of directors (if the Company has two vice chairmen of the board of directors, by the vice chairman of the board of directors jointly elected by at least one-half of the directors); if the vice chairman of the board of directors fails or is unable to perform his/her duties, the meeting shall be presided over by</u> the director jointly elected by at least one-half of the directors.</p> <p>.....</p>
<p>Article 119 The Company shall have a board of directors which shall be accountable to the general meetings. The board of directors shall consist of 11 directors, including one chairman and four independent non-executive directors.</p>	<p>Article 119 The Company shall have a board of directors which shall be accountable to the general meetings. The board of directors shall consist of 11 directors, including one chairman, <u>1-2 vice chairmen according to the actual needs</u> and four independent non-executive directors.</p>
<p>Article 136 If the chairman of the board of directors is unable or fails to perform his/her duties, a director elected by at least one-half of the directors shall perform such duties on his/her behalf.</p>	<p>Article 136 <u>The vice chairman of the board of directors shall assist the chairman in performing his/her duties.</u> If the chairman of the board of directors is unable or fails to perform his/her duties, <u>the vice chairman of the board of directors (if the Company has two vice chairmen of the board of directors, by the vice chairman of the board of directors jointly elected by at least one-half of the directors) shall perform such duties on his/her behalf; if the vice chairman of the board of directors unable or fails to perform his/her duties,</u> a director elected by at least one-half of the directors shall perform such duties on his/her behalf.</p>

**APPENDIX III COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF GENERAL MEETINGS**

No.	Original article	Article after amendment
1.	<p>Article 37 A general meeting shall be presided over by the chairman of the board of directors. If the chairman of the board of directors fails or is unable to perform his/her duties, the meeting shall be presided over by the director jointly elected by at least one-half of the directors.</p>	<p>Article 37 A general meeting shall be presided over by the chairman of the board of directors. If the chairman of the board of directors fails or is unable to perform his/her duties, the meeting shall be presided over by <u>the vice chairman of the board of directors (if the Company has two vice chairmen of the board of directors, by the vice chairman of the board of directors jointly elected by at least one-half of the directors); if the vice chairman of the board of directors fails or is unable to perform his/her duties, the meeting shall be presided over by</u> the director jointly elected by at least one-half of the directors.</p>

**APPENDIX IV COMPARISON TABLE OF AMENDMENTS TO
THE RULES OF PROCEDURE OF BOARD OF DIRECTORS**

No.	Original article	Article after amendment
1.	<p>Article 3 The board of directors shall consist of 11 directors, including one chairman and four independent non-executive directors.</p> <p>At least one of the independent non-executive directors should have appropriate professional qualifications or “accounting or related financial management expertise”. In other words, such independent non-executive directors must have, through experience as a public accountant or auditor or as a chief financial officer, controller or principal accounting officer of a listed company or through performance of similar functions, experience with internal controls and in preparing, auditing, reviewing and analysing financial statements of listed companies.</p>	<p>Article 3 The board of directors shall consist of 11 directors, including one chairman, <u>1-2 vice chairmen according to the actual needs</u> and four independent non-executive directors.</p> <p>At least one of the independent non-executive directors should have appropriate professional qualifications or “accounting or related financial management expertise”. In other words, such independent non-executive directors must have, through experience as a public accountant or auditor or as a chief financial officer, controller or principal accounting officer of a listed company or through performance of similar functions, experience with internal controls and in preparing, auditing, reviewing and analysing financial statements of listed companies.</p>
2.	<p>Article 11 If the chairman of the board of directors is unable or fails to perform his/her duties, a director elected by at least one-half of the directors shall perform such duties on his/her behalf.</p>	<p>Article 11 <u>The vice chairman of the board of directors shall assist the chairman in performing his/her duties.</u> If the chairman of the board of directors is unable or fails to perform his/her duties, <u>the vice chairman of the board of directors (if the Company has two vice chairmen of the board of directors, by the vice chairman of the board of directors jointly elected by at least one-half of the directors) shall perform such duties on his/her behalf; if the vice chairman of the board of directors unable or fails to perform his/her duties,</u> a director elected by at least one-half of the directors shall perform such duties on his/her behalf.</p>

**APPENDIX V PROPOSED AMENDMENTS TO THE REGULATION
ON MANAGEMENT OF EXTERNAL GUARANTEE**

Original article	Article after amendment
<p>Article 6 Guarantees provided by the listed company to external parties shall be considered and approved by the board of directors before being submitted to the general meeting for consideration and approval.</p> <p>The following external guarantee provided by the Company shall be subject to consideration and approval at the general meeting:</p> <p>(i) any guarantee which will cause the total amount of external guarantee provided by the Company and its controlling subsidiaries to exceed 50% of latest audited net assets;</p> <p>(ii) any guarantee which will cause the total amount of external guarantee provided by the Company to exceed 30% of latest audited total assets;</p> <p>(iii) the guarantee which will cause the amount of guarantee provided by the Company in one year to exceeds 30% of the latest audited total assets of the Company;</p> <p>(iv) guarantee provided to guaranteed parties with debt to asset ratio of over 70%;</p> <p>(v) a single guarantee in an amount exceeding 10% of the latest audited net assets;</p> <p>(vi) guarantee provided to shareholders, de facto controllers and their related parties;</p> <p>(vii) Other guarantee as required by the stock exchanges of the places where the Company’s shares are listed and the Articles of Association.</p> <p>The “external guarantee” referred to in this regulation represents the guarantee provided by the Company to other parties, including the guarantee provided by the Company to its controlling subsidiaries. The “total amount of guarantee provided by the Company and its controlling subsidiaries” represents the sum of total amount of external guarantee provided by the Company (including guarantee provided by the Company to its controlling subsidiaries) and total amount of external guarantee provided by the controlling subsidiaries of the Company.</p>	<p>Article 6 Guarantees provided by the listed company to external parties shall be considered and approved by the board of directors before being submitted to the general meeting for consideration and approval.</p> <p>The following external guarantee provided by the Company shall be subject to consideration and approval at the general meeting:</p> <p>(i) any guarantee which will cause the total amount of external guarantee provided by the Company and its controlling subsidiaries to exceed 50% of latest audited net assets;</p> <p>(ii) any guarantee which will cause the total amount of external guarantee provided by the Company to exceed 30% of latest audited total assets;</p> <p>(iii) the guarantee which will cause the amount of guarantee provided by the Company in one year to exceeds 30% of the latest audited total assets of the Company;</p> <p>(iv) guarantee provided to guaranteed parties with debt to asset ratio of over 70%;</p> <p>(v) a single guarantee in an amount exceeding 10% of the latest audited net assets;</p> <p>(vi) guarantee provided to shareholders, de facto controllers and their related parties;</p> <p>(vii) Other guarantee as required by the stock exchanges of the places where the Company’s shares are listed and the Articles of Association.</p> <p>The “external guarantee” referred to in this regulation represents the guarantee provided by the Company to other parties, including excluding the guarantee provided by the Company to its controlling subsidiaries and the guarantee provided by its controlling subsidiaries to each other. The “total amount of guarantee provided by the Company and its controlling subsidiaries” represents the sum of total amount of external guarantee provided by the Company (including guarantee provided by the Company to its controlling subsidiaries) and total amount of external guarantee provided by the controlling subsidiaries of the Company.</p>

NOTICE OF 2022 ANNUAL GENERAL MEETING



Changsha Broad Homes Industrial Group Co., Ltd.

長沙遠大住宅工業集團股份有限公司

(A joint stock company incorporated in the People's Republic of China with limited liability)

(Stock Code: 2163)

NOTICE OF 2022 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting for the year 2022 of Changsha Broad Homes Industrial Group Co., Ltd. (the “**Company**”) will be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, High-tech Development Zone, Changsha, Hunan Province, the PRC at 10:00 a.m. on Friday, May 12, 2023 (the “**AGM**”), for the purpose of considering and approving the following resolutions:

ORDINARY RESOLUTIONS:

1. To consider and approve the report of the board of directors of the Company for the year 2022;
2. To consider and approve the report of the supervisory committee of the Company for the year 2022;
3. To consider and approve the financial statements of the Company for the year 2022;
4. To consider and approve the final financial statements of the Company for the year 2022;
5. To consider and approve the financial budget report of the Company for the year 2023;
6. To consider and approve the resolution in relation to profit distribution of the Company for the year 2022;
7. To consider and approve the resolution in relation to remunerations of directors and supervisors of the Company for the year 2022;
8. To consider and approve the resolution in relation to the financing and guarantee limit of the Company and its subsidiaries for the year 2023;
9. To consider and approve the resolution in relation to the engagement of auditors of the Company for the year 2023;
10. To consider and approve the resolution on amendments to the Rules of Procedure of General Meetings of Changsha Broad Homes Industrial Group Co., Ltd.;

NOTICE OF 2022 ANNUAL GENERAL MEETING

11. To consider and approve the resolution on amendments to the Rules of Procedure of Board of Directors of Changsha Broad Homes Industrial Group Co., Ltd.;
12. To consider and approve the resolution on amendments to the Regulation on Management of External Guarantee of Changsha Broad Homes Industrial Group Co., Ltd.;

SPECIAL RESOLUTION:

13. To consider and approve the resolution on amendments to the Articles of Association of Changsha Broad Homes Industrial Group Co., Ltd.

On behalf of the Board
Changsha Broad Homes Industrial Group Co., Ltd.
Zhang Jian
Chairman

April 21, 2023

As at the date of this notice, the Board comprises Mr. Zhang Jian, Ms. Tang Fen, Mr. Hu Shengli, Ms. Shi Donghong, Mr. Zhang Kexiang and Mr. Tan Xinming as executive directors of the Company; Mr. Zhang Quanxun as non-executive director of the Company; and Mr. Chen Gongrong, Mr. Li Zhengnong, Mr. Wong Kai Yan Thomas and Mr. Zhao Zhengting as independent non-executive directors of the Company.

Notes:

1. CLOSURE OF REGISTER OF MEMBERS TO DETERMINE ENTITLEMENT TO ATTEND THE AGM

In order to ascertain shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, May 9, 2023 to Friday, May 12, 2023 (both days inclusive). Shareholders whose names appear on the register of members of the Company at the opening of business on Friday, May 12, 2023 are entitled to attend and vote at the AGM. In order to qualify for attending and voting at the AGM, all duly completed transfer documents accompanied by the relevant share certificates of H shareholders whose transfer has not been registered shall be lodged with the Company's H share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong for registration before 4:30 p.m. on Monday, May 8, 2023.

NOTICE OF 2022 ANNUAL GENERAL MEETING

2. APPOINTMENT OF PROXIES

A shareholder entitled to attend and vote at the AGM may appoint one or more proxies to attend and vote on his/her behalf. A proxy needs not to be a shareholder of the Company, but he/she must attend the AGM in person to represent the relevant shareholder.

The instrument appointing a proxy must be in writing under the hand of a shareholder or his/her attorney duly authorized in writing. If the shareholder is a corporation, that instrument must be executed either under its common seal or under the hand of its director(s) or duly authorized attorney. If that instrument is signed by an attorney of the shareholder, the power of attorney authorizing that attorney to sign or other authorization document must be notarized.

In order to be valid, the form of proxy, the notarized power of attorney or other authorization document (if any) must be delivered to the H share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong (for H shareholders), or the headquarters and principal place of business of the Company at No. 248 Yinshuang Road, Yuelu District, Changsha, Hunan Province, the PRC (for domestic shareholders) not less than 24 hours before the time appointed for the holding of the AGM (i.e. no later than 10:00 a.m. on Thursday, May 11, 2023) or any adjournment thereof (as the case may be) by hand or by post. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM if you so wish.

3. VOTING BY POLL

All resolutions at the general meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). Therefore, the resolutions as set out in the notice of the AGM will be taken by poll. The announcement of poll results will be published on the website of the Company (www.bhome.com.cn) and the HKExnews website of the Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) in accordance with the Listing Rules.

4. MISCELLANEOUS

(1) The AGM is expected to last for no more than half a day. Shareholders or their proxies attending the AGM shall be responsible for their own travelling and accommodation expenses.

(2) Shareholders or their proxies shall produce their identity proof when attending the AGM (and any adjournment thereof).

(3) The H share registrar of the Company:

Computershare Hong Kong Investor Services Limited
Shops 1712-1716, 17th Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong (for lodging transfer documents)

17M Floor, Hopewell Center, 183 Queen's Road East, Wanchai, Hong Kong (for lodging form of proxy)

Tel: (852) 2862 8555

Fax: (852) 2865 0990

(4) The headquarters and principal place of business of the Company:

No. 248 Yinshuang Road, Yuelu District, Changsha, Hunan Province, the PRC

Contact department: Board secretary office

Tel: (86) 0731 8891 1595

Fax: (86) 0731 8891 1595

Contact person: Huang Fengchun

(5) For details of the resolutions to be proposed at the AGM for consideration and approving, please refer to the circular of the Company dated April 21, 2023.