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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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.

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**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**

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The AGM of Changsha Broad Homes Industrial Group Co., Ltd. will be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, Xiangjiang New District, Changsha, Hunan Province, the PRC at 10:00 a.m. on Monday, April 29, 2024. Notice of the AGM is set out on pages 9 to 11 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 Sunday, April 28, 2024) 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.

March 28, 2024

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## DEFINITIONS

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

“AGM”	the 2023 annual general meeting of the Company to be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, Xiangjiang New District, Changsha, Hunan Province, the PRC at 10:00 a.m. on Monday, April 29, 2024 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

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## DEFINITIONS

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“RMB” or “Renminbi”	the lawful currency of the PRC
“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

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## LETTER FROM THE BOARD

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### 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

Ms. Shi Donghong

Mr. Zhang Kexiang

Mr. Tan Xinming

*Non-executive Director:*

Mr. Zhang Quanxun

*Independent Non-executive Directors:*

Mr. Chen Gongrong

Mr. Li Zhengnong

Mr. Wong Kai Yan Thomas

Mr. Zhao Zhengting

*Registered Office:*

Intersection of Lusong Road and

Dongfanghong Road

Changsha High-tech Development Zone,

Changsha

Hunan Province

PRC

*Principal Place of Business in Hong Kong:*

31/F, Tower Two, Times Square

1 Matheson Street

Causeway Bay

Hong Kong

March 28, 2024

*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 9 to 11 of this circular and reasonable information required for you to make an informed decision regarding the resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### 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 2023;
2. To consider and approve the report of the Supervisory Committee of the Company for the year 2023;
3. To consider and approve the financial statements of the Company for the year 2023;
4. To consider and approve the final financial statements of the Company for the year 2023;
5. To consider and approve the financial budget report of the Company for the year 2024;
6. To consider and approve the resolution in relation to profit distribution of the Company for the year 2023;
7. To consider and approve the resolution in relation to remunerations of Directors and Supervisors of the Company for the year 2023;
8. To consider and approve the resolution in relation to the financing and guarantee limit of the Company and its subsidiaries for the year 2024;
9. To consider and approve the resolution in relation to the engagement of auditors of the Company for the year 2024.

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## LETTER FROM THE BOARD

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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 2023 and the report of the Supervisory Committee for the year 2023 of the Company and details regarding the financial statements and final financial statements for 2023 and remuneration of the Directors and Supervisors for 2023 of the Company are set out in the 2023 annual report of the Company published on the website of the Hong Kong Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.bhome.com.cn](http://www.bhome.com.cn)) on March 28, 2024.

### **AGM**

The AGM will be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, Xiangjiang New District, Changsha, Hunan Province, the PRC at 10:00 a.m. on Monday, April 29, 2024, 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 9 to 11 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 Wednesday, April 24, 2024 to Monday, April 29, 2024 (both days inclusive). Shareholders whose names appear on the register of members of the Company on Monday, April 29, 2024 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 Sunday, April 28, 2024) 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](http://www.hkexnews.hk)) and the Company ([www.bhome.com.cn](http://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.

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## LETTER FROM THE BOARD

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### 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 2023**

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 current situation of the real estate industry, the Board proposed not to make any profit distribution for 2023 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 2024**

Based on the operating results of the Group in 2023 and relevant data, the budget for operating income of the Group for 2024 was RMB3,365 million and the budget for proposed investment amount of the Group for 2024 was RMB55 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 2024**

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 2024, respectively, to audit the Company's 2024 annual financial statements and review the 2024 interim financial statements, with a term commencing from approval at the 2023 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 2024**

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 2024, 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 2023 annual general meeting 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.

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# NOTICE OF 2023 ANNUAL GENERAL MEETING

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**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 2023 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting for the year 2023 of Changsha Broad Homes Industrial Group Co., Ltd. (the “**Company**”) will be held at the Meeting Room of Broad Academy, No. 826 Lusong Road, Xiangjiang New District, Changsha, Hunan Province, the PRC at 10:00 a.m. on Monday, April 29, 2024 (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 2023;
2. To consider and approve the report of the supervisory committee of the Company for the year 2023;
3. To consider and approve the financial statements of the Company for the year 2023;
4. To consider and approve the final financial statements of the Company for the year 2023;
5. To consider and approve the financial budget report of the Company for the year 2024;
6. To consider and approve the resolution in relation to profit distribution of the Company for the year 2023;
7. To consider and approve the resolution in relation to remunerations of directors and supervisors of the Company for the year 2023;
8. To consider and approve the resolution in relation to the financing and guarantee limit of the Company and its subsidiaries for the year 2024;
9. To consider and approve the resolution in relation to the engagement of auditors of the Company for the year 2024.

On behalf of the Board  
**Changsha Broad Homes Industrial Group Co., Ltd.**

**Zhang Jian**

*Chairman*

March 28, 2024

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# NOTICE OF 2023 ANNUAL GENERAL MEETING

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*As at the date of this notice, the Board comprises Mr. Zhang Jian, Ms. Tang Fen, Ms. Shi Donghong, Mr. Zhang Kexiang and Mr. Tan Xinming as executive directors of the Company; Mr. Zhang Quaxun 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 Wednesday, April 24, 2024 to Monday, April 29, 2024 (both days inclusive). Shareholders whose names appear on the register of members of the Company at the opening of business on Monday, April 29, 2024 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 Tuesday, April 23, 2024.

## 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 Sunday, April 28, 2024) 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](http://www.bhome.com.cn)) and the HKExnews website of the Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) in accordance with the Listing Rules.

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## NOTICE OF 2023 ANNUAL GENERAL MEETING

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### 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 March 28, 2024.