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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)

**CONTINUING CONNECTED TRANSACTIONS
RENEWAL OF MARKETING AND SERVICE PLATFORM
CONSTRUCTION SERVICES FRAMEWORK AGREEMENT**

Reference is made to the Company's announcement dated 30 June 2021 in relation to the 2021 Marketing and Service Platform Construction Services Framework Agreement. As the term of the 2021 Marketing and Service Platform Construction Services Framework Agreement has expired, the Company entered into the 2022 Marketing and Service Platform Construction Services Framework Agreement with CCRE to renew the 2021 Marketing and Service Platform Construction Services Framework Agreement on 30 June 2022 (after trading hours).

LISTING RULE IMPLICATIONS

As at the date of this announcement, CCRE is indirectly owned as to more than 30% by Mr. Wu. Mr. Wu is a controlling Shareholder and a connected person of the Company. Accordingly, CCRE is an associate of Mr. Wu and thus a connected person of the Company under Rule 14A.07(4) of the Listing Rules. The transactions contemplated under the 2022 Marketing and Service Platform Construction Services Framework Agreement therefore constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (other than the profit ratio) in respect of the annual cap of the 2022 Marketing and Service Platform Construction Services Framework Agreement is more than 0.1% but less than 5%, the transactions contemplated under the 2022 Marketing and Service Platform Construction Services Framework Agreement are subject to the reporting, announcement and annual review requirements but exempted from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

Reference is made to the Company's announcement dated 30 June 2021 in relation to the 2021 Marketing and Service Platform Construction Services Framework Agreement. As the term of the 2021 Marketing and Service Platform Construction Services Framework Agreement has expired, the Company entered into the 2022 Marketing and Service Platform Construction Services Framework Agreement with CCRE to renew the 2021 Marketing and Service Platform Construction Services Framework Agreement on 30 June 2022 (after trading hours).

2022 MARKETING AND SERVICE PLATFORM CONSTRUCTION SERVICES FRAMEWORK AGREEMENT

The principal terms of the 2022 Marketing and Service Platform Construction Services Framework Agreement are as follows:

Date	30 June 2022 (after trading hours)
Parties	The Company (as service provider); and CCRE (as service user)
Term	1 June 2022 to 31 December 2022
Service scope	The Group shall provide Marketing and Service Platform Construction Services to the CCRE Group and its associates. The Group shall develop exclusive software, system and related technical consulting services for the marketing management platform based on the marketing needs and plans of various projects of CCRE and its associates, with specific functions including, but not limited to, external customer acquisition mini program, incentives, procurement, rights gifting, corporate WeChat user unified system, etc. CCRE can provide customers with services relating to sales and marketing activities such as online customer services, customer engagement, house viewing, and house purchase through such platforms (including the "Jianye+" platform), and obtain relevant marketing data analysis from the platform.

The parties shall enter into a separate agreement for detailed service scope subject to the needs of the CCRE Group and its associates's various projects as and when necessary.

Fee standards

The development fee of the software system template of each platform is based on the construction workload, development period, platform requirements, features, development personnel required, and the prevailing market price of similar services. The development fee of each platform ranges between RMB800,000 and RMB3,000,000. Such price range is determined with reference to a reasonable cost plus a reasonable profit margin and agreed by the parties on arm length's negotiation in order to ensure that such price range is fair and reasonable and no less favourable than those charged by the Company to independent third parties.

HISTORICAL TRANSACTION AMOUNT, ANNUAL CAP AND BASIS FOR DETERMINING THE ANNUAL CAP

For the year ended 31 December 2021, the transaction amount of Marketing and Service Platform Construction Services provided by the Group to CCRE and its associates was approximately RMB29,000,000 (audited), and the annual cap for the 2021 Marketing and Service Platform Construction Services Framework Agreement was RMB30,000,000. Since 1 January 2022 and up to the effective date of the 2022 Marketing and Service Platform Construction Services Framework Agreement, the Group has not provided Marketing and Service Platform Construction Services to CCRE and its associates.

The annual cap for the 2022 Marketing and Service Platform Construction Services Framework Agreement for the year ending 31 December 2022 is RMB50,000,000.

In considering the annual cap for the 2022 Marketing and Service Platform Construction Services Framework Agreement, the Directors have considered a number of factors, including the historical transaction amount, the number of marketing platforms required by the CCRE Group and its associates and the expected resources required to be deployed and costs for the development of the requested number of platforms.

Prior to entering into any individual service agreements with CCRE in relation to its projects, (a) (where there are no market prices for the relevant services which meet the specific business needs of the CCRE Group and its associates) the Group will determine the price and terms based on the costs, profit margins and market conditions of the similar services, and a reasonable mark-up rate charged for all transactions contemplated thereunder, provided that the price provided by the Group to the CCRE Group and its associates is fair and reasonable, on normal commercial terms and not prejudicial to the

interest of the Company's minority Shareholders and will ensure that the transaction is in compliance with the terms and conditions of the 2022 Marketing and Service Platform Construction Services Framework Agreement; (b) (where there are market prices for the relevant services to be provided) the Group will also determine the price by reference to (if applicable) other market reference prices to ensure that the relevant fees will not be lower than those charged to independent third parties; and (c) in the event that there is any material difference between the price charged by the Group and that charged by the independent third party, the price charged by the Group will be adjusted accordingly.

REASONS FOR AND BENEFITS OF ENTERING INTO THE 2022 MARKETING AND SERVICE PLATFORM CONSTRUCTION SERVICES FRAMEWORK AGREEMENT

The Company considers that entering into the Marketing and Service Platform Construction Services Framework Agreement will be conducive to the Group's revenue growth from value-added services, increasing the Group's total revenue and boosting profits as a result, which is in line with the Group's strategic development needs.

The Directors (excluding Ms. Wu Lam Li and Mr. Wang Jun who are required to abstain from voting on the relevant Board resolutions, but including independent non-executive Directors) are of the view that the terms of the 2022 Marketing and Service Platform Construction Services Framework Agreement and the annual cap are fair and reasonable and the transactions contemplated thereunder are on normal commercial terms or more favourable to the Company and that the entering into of the 2022 Marketing and Service Platform Construction Services Framework Agreement is in the interests of the Company and the Shareholders as a whole.

DIRECTORS' INTEREST IN THE CONTINUING CONNECTED TRANSACTION

CCRE is indirectly owned as to more than 30% by Mr. Wu. As (i) Ms. Wu Lam Li is the wife of Mr. Wu; and (ii) Mr. Wang Jun is an executive director of CCRE, as Directors, they have abstained from voting on the Board resolution approving regarding the 2022 Marketing and Service Platform Construction Services Framework Agreement to avoid any conflict of interest. Save for the above, none of the Directors has any material interest in any of the transactions contemplated under the 2022 Marketing and Service Platform Construction Services Framework Agreement and is required to abstain from voting on the Board resolutions to approve the same.

INFORMATION OF THE PARTIES

The Group is principally engaged in (i) provision of property management services and related value-added services; (ii) provision of lifestyle services; and (iii) provision of commercial property management and consultation services in the PRC.

The CCRE Group is principally engaged in real estate development and sales in Henan Province, the PRC.

LISTING RULES IMPLICATIONS

As at the date of this announcement, CCRE is indirectly owned as to more than 30% by Mr. Wu. Mr. Wu is a controlling Shareholder and a connected person of the Company. Accordingly, CCRE is an associate of Mr. Wu and thus a connected person of the Company under Rule 14A.07(4) of the Listing Rules. The transactions contemplated under the 2022 Marketing and Service Platform Construction Services Framework Agreement therefore constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

As one or more of the applicable percentage ratios (other than the profit ratio) in respect of the annual cap of the 2022 Marketing and Service Platform Construction Services is more than 0.1% but less than 5%, the transactions contemplated under the 2022 Marketing and Service Platform Construction Services Framework Agreement are subject to the reporting, announcement and annual review requirements but exempted from the circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

DEFINITIONS

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

“associate(s)”	has the meaning given to it under the Listing Rules
“Board”	the board of Directors
“CCRE”	Central China Real Estate 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 (stock code: 832), and a connected person of the Company
“CCRE Group”	CCRE and its subsidiaries
“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
“connected person(s)”	has the meaning given to it under the Listing Rules

“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Marketing and Service Platform Construction Services”	as set out in the 2021 Marketing and Service Platform Construction Services Framework Agreement and 2022 Marketing and Service Platform Construction Services Framework Agreement, the marketing and service platform construction services provided by the Group to the CCRE Group
“2021 Marketing and Service Platform Construction Services Framework Agreement”	the framework agreement entered into between the Company and CCRE on 30 June 2021 for the provision of Marketing and Service Platform Construction Services by the Group to CCRE Group, details of which are set out in the announcement of the same date
“2022 Marketing and Service Platform Construction Services Framework Agreement”	the framework agreement entered into between the Company and CCRE on 30 June 2022 in respect of the provision of the Marketing and Service Platform Construction Services by the Group to the CCRE Group and the renewal of the 2021 Marketing and Service Platform Construction Services Framework Agreement
“Mr. Wu”	Mr. Wu Po Sum, the chairman, an executive director and a controlling shareholder of CCRE, and a controlling Shareholder of the Company
“PRC”	the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	holder(s) of the Shares
“Shares”	the shares of the Company

“Stock Exchange”

The Stock Exchange of Hong Kong Limited

“%”

per cent

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

Hong Kong, 30 June 2022

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