
HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

HISTORY AND DEVELOPMENT

History

The history of our business can be traced back to 1994 when we were founded by the CCRE Group and started providing property management services for properties developed by them (and their associates or joint ventures) under the predecessor of Central China Property Management, our major operating subsidiary. In 1999, Central China Property Management was established by the CCRE Group and 23 individuals (all of whom were Independent Third Parties) and became the operating company of our property management services. Throughout more than two decades of history, we have significantly grown our business and operations. To date, our service offering includes property management and value-added services, lifestyle services and commercial property management and consultation services. We are the largest property management service provider in central China region by total GFA under management as of December 31, 2018 and total revenue for the year ended December 31, 2018, according to CIA.

Key development milestones

Our key development milestones include:

Year	Events
1994	We began providing property management services under the predecessor of Central China Property Management for properties developed by the CCRE Group (and its associates or joint ventures) in Zhengzhou, Henan province.
1999	Central China Property Management was established and became the operating company of our property management services.
2000	We started to manage properties developed by other property developers.
2005	We were the first company in Henan province to be accredited by the Ministry of Construction of the PRC as a property management company with Level One qualification certificate.
2006	We were accredited with ISO 9001:2000 quality management system certification.
2010	We were awarded “Top 100 Companies with Comprehensive Strength” by China Property Management Institute.
2012	We started to provide property management services in Kaifeng, Henan province, and completed the pilot distribution of property management services in 18 prefecture-level cities in Henan province.
2016	We started to provide lifestyle services.
2017	We started to provide commercial property management and consultation services.
2019	We acquired One Family Network, Songyun Beijing Information and Aiou Electronic and started to provide value-added services in relation to property management, including the operation of our Jianye + (建業+) platform.

We were ranked first and 13th among property management companies in central China and China, respectively, in terms of business size, operational efficiency, service quality, growth potential and social responsibility, according to CIA.

OP Financial became our pre-IPO investor.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

CORPORATE DEVELOPMENT

Our Group comprises our Company, three intermediate holding companies and 40 other subsidiaries. Our subsidiaries were incorporated or established in the BVI, Hong Kong or the PRC, and each of them commenced business after their respective incorporation or establishment. Set out below is information and the corporate development history of members of our Group which were material to our financial performance during the Track Record Period:

Holding company and operating entities of our property management and value-added services

<u>Name</u>	<u>Date and place of establishment</u>	<u>Registered capital (RMB)</u>	<u>Interest attributable to our Group</u>	<u>Principal business activities</u>
Central China New Life	April 21, 2016 (PRC)	200.0 million	100%	Investment holding
Central China Property Management	January 12, 1999 (PRC)	10.0 million	100%	Property management and value-added services
Zhizun Housing Agency	March 25, 2010 (PRC)	10.0 million	100%	Property agency services for secondary properties
Aiou Electronic	March 25, 2014 (PRC)	8.0 million	93.3%	Consultation, engineering installation and software development of intelligent technology solutions

Central China New Life and Central China Property Management

Central China New Life is an intermediate investment holding company within our Group, which holds all of our PRC subsidiaries and manages all of our businesses conducted within the PRC.

Central China Property Management is our major operating subsidiary, which has over two decades' track record of providing property management services and other related value-added services in Henan province, the PRC.

The major corporate development history of Central China New Life and Central China Property Management essentially has four key stages:

1. **1999 to 2006—Initial ownership under the CCRE Group**—The CCRE Group established Central China Property Management to operate its property management business. After several years, the CCRE Group disposed of Central China Property Management to an Independent Third Party in order to focus on its property development business.
2. **2007 to 2012—Series of disposals among Independent Third Parties**—There was a series of transfers in Central China Property Management among Independent Third Parties.
3. **2012 to 2017—Expansion of business under the ownership of the Independent Third Parties**—Independent Third Parties expanded our property management business and carried out various restructuring (including the establishment of Central China New Life and capital injection), and also prepared for a potential listing application on the National

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Equities Exchange and Quotations of the PRC. Such listing application did not proceed in the end.

4. **2017 to Present—Acquisition by our Controlling Shareholders for further expansion of our business**—Our Controlling Shareholders acquired Central China New Life and Central China Property Management from such Independent Third Parties. Our business has since continued to grow. We are the largest property management service provider in central China region by total GFA under management as of December 31, 2018 and total revenue in 2018, according to CIA.

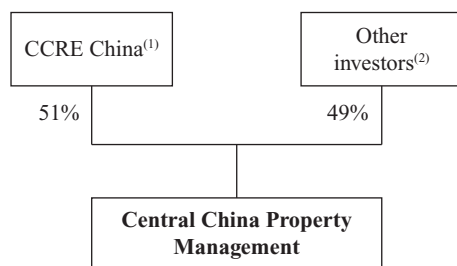
Particulars of the above stages are set out in detail below:

1. 1999 to 2006—Initial ownership under the CCRE Group

(a) January 12, 1999—The CCRE Group established Central China Property Management

On January 12, 1999, Central China Property Management was established in the PRC with an initial registered capital of RMB1.0 million (which has been fully paid up) and was owned as to 51% by CCRE China (a wholly-owned subsidiary of the CCRE Group) and 49% by 23 individuals (all of whom were Independent Third Parties). Upon its establishment, Central China Property Management was a non-wholly-owned subsidiary of the CCRE Group.

The below chart shows the simplified ownership structure of Central China Property Management upon its establishment:



Notes:

- (1) CCRE China was a wholly-owned subsidiary of the CCRE Group, which was controlled by Mr. Wu.
- (2) These consists of 23 individuals, all of whom were Independent Third Parties.

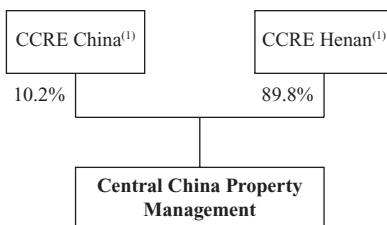
(b) March 30, 2004—The CCRE Group acquired all minority interests in Central China Property Management

On March 30, 2004, CCRE Henan (a wholly-owned subsidiary of the CCRE Group) acquired the 49% equity interest held by the various 23 individual investors for a consideration of RMB0.49 million, which was based on the total capital contribution then paid by such individual investors. As a result of such transfer, Central China Property Management became a wholly-owned subsidiary of the CCRE Group.

On the same day, the registered capital of Central China Property Management was increased from RMB1.0 million to RMB5.0 million, with all of such increase being fully paid up by CCRE Henan.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The below chart shows the simplified ownership structure of Central China Property Management immediately after the above steps:



Note:

(1) CCRE China and CCRE Henan were wholly-owned subsidiaries of the CCRE Group, which was controlled by Mr. Wu.

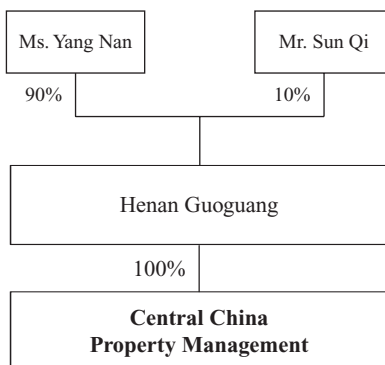
(c) *August 17, 2006—The CCRE Group disposed of Central China Property Management to an Independent Third Party in order to focus on its core business*

Subsequently in 2006, the CCRE Group took into account the fact that Central China Property Management’s principal business of property management services was labor intensive, and ultimately decided to focus on CCRE Group’s property development business. Also, CCRE was at the time contemplating a listing of its property development business on the Stock Exchange (which subsequently took place in June 2008). In order to better delineate its core business of property development from the property management business, on August 17, 2006, CCRE disposed of its entire equity interest in Central China Property Management to Henan Guoguang Industrial Investment Co., Ltd.* (河南國光實業投資有限公司) (“**Henan Guoguang**”) (an Independent Third Party from us and also CCRE) for a consideration of RMB5.0 million, which was based on the total capital contribution then paid by CCRE China and CCRE Henan.

To our Directors’ best knowledge and belief: (1) Henan Guoguang was a company primarily engaged in trading, agricultural products and investment holding, and was at the time owned as to 90% by Ms. Yang Nan (楊楠小姐) (Mr. Wu’s niece) and 10% by Mr. Sun Qi (孫起先生) (an Independent Third Party); (2) Ms. Yang Nan previously held investments in various industries including the property industry, and is currently focused on her various appointments, including serving as the vice-chairlady and deputy secretary general of Henan Football Association (河南省足球協會) and the chairlady of Football Development Foundation of Henan (河南足球事業發展基金會); and (3) save as disclosed in this section, Henan Guoguang, Ms. Yang Nan, Mr. Sun Qi and their respective associates do not have any past or present material relationship (business, employment, financing or otherwise) with our Company, subsidiaries, Directors, senior management, Controlling Shareholders or any of their respective associates.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The below chart shows the ownership structure of Central China Property Management immediately after the above step:



Since CCRE's above disposal of Central China Property Management, CCRE had all along granted Central China Property Management a royalty-free license to use various trademarks and its brand name in connection with its property management business. CCRE considered such license to be appropriate given: (1) the CCRE Group was no longer engaged in property management; (2) Central China Property Management had since its establishment managed, and is expected to continue to manage, the vast majority of the properties developed by the CCRE Group (and its associates or joint ventures) and the two had developed a mutually beneficial relationship; (3) CCRE considered that it would be beneficial to associate its brand name with Central China Property Management's reputable property management services; and (4) the continued use of such trademarks and brand name will enhance CCRE's brand in the real estate market. Further, the CCRE Group reserved the right to revoke the license under certain circumstances and to charge Central China Property Management a licensing fee in the future, and also adopted various internal control measures to safeguard such intellectual property rights. See "Connected Transactions" for details of the perpetual and royalty-free trademark license currently in effect.

2. 2007 to 2012—Series of disposals among Independent Third Parties

(a) June 20, 2007—Disposal of Central China Property Management to another Independent Third Party

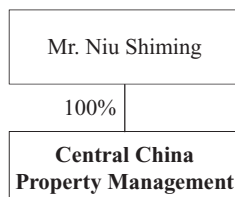
On June 20, 2007, Henan Guoguang disposed of its entire equity interest in Central China Property Management to Mr. Niu Shiming (牛師明先生) (an Independent Third Party from us and also CCRE) for a consideration of RMB5.0 million, which was also based on the total capital contribution then paid by Henan Guoguang.

To our Directors' best knowledge and belief: (1) the shareholders of Henan Guoguang decided to dispose of Central China Property Management because they realized it will require unexpectedly significant effort and commitment from them to turn around its loss-making position, and such shareholders of Henan Guoguang decided to instead focus on other business ventures. Further, such consideration meant that they would be able to recuperate their entire investment. Therefore, such shareholders of Henan Guoguang began seeking potential buyers and ultimately approached Mr. Niu Shiming; (2) Mr. Niu Shiming believed the outlook of the property management industry to be positive and that, leveraging his investment experience, he could improve the position of Central China Property Management; (3) Mr. Niu Shiming has over 30 years of experience in import and export trading, property leasing and investments across multiple industries such as property, agriculture,

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

mining, science and technology; and (4) save as disclosed in this section, Mr. Niu Shiming and his associates do not have any past or present material relationship (business, employment, financing or otherwise) with our Company, subsidiaries, Directors, senior management, Controlling Shareholders or any of their respective associates.

The below chart shows the ownership structure of Central China Property Management immediately after the above step:



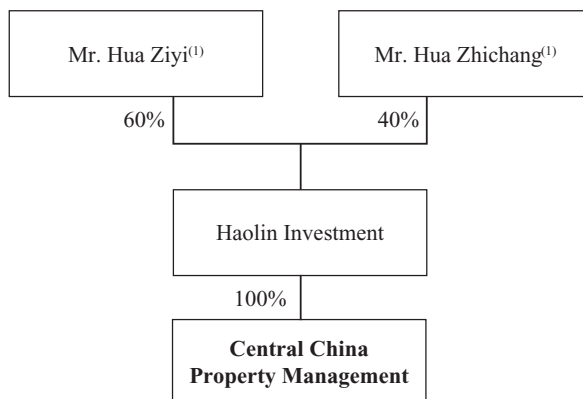
(b) *January 5, 2012—Further disposal of Central China Property Management to Independent Third Parties*

On January 5, 2012, Mr. Niu Shiming disposed of his entire equity interest in Central China Property Management to Haolin Investment (an investment holding company owned, to our Directors' best knowledge and belief, as to 60% by Mr. Hua Ziyi (滑子義先生) and 40% by Mr. Hua Zhichang (滑志昌先生) (both being Independent Third Parties)), for a consideration of RMB5.0 million, which was also based on the total capital contribution then paid by Mr. Niu Shiming.

To our Directors' best knowledge and belief: (1) Mr. Niu Shiming decided to dispose of Central China Property Management as it continued to be loss-making despite being under his ownership for nearly five years, and Mr. Niu Shiming decided to instead focus on his other investments in different industries. Further, such consideration meant that he would be able to recuperate his entire investment. Therefore, Mr. Niu Shiming began seeking potential buyers; (2) Mr. Hua Ziyi and Mr. Hua Zhichang were acting in concert and decided to acquire Central China Property Management in light of Central China Property Management's strong track record of providing property management and other services to properties developed by the CCRE Group (which was a leader in residential property development in Henan); (3) Mr. Hua Ziyi and Mr. Hua Zhichang hold multiple business investments, which mainly cover the property, technology, culture and education industries in Henan; and (4) save as disclosed in this section and the historical loans made by us to entities controlled by Mr. Hua Ziyi and Mr. Hua Zhichang (which have been fully settled as of June 30, 2019), Haolin Investment, Mr. Hua Ziyi, Mr. Hua Zhichang and their respective associates (including Hongdao Investment and Jianye Holdings as described further below in this section) do not have any past or present material relationship (business, employment, financing or otherwise) with our Company, subsidiaries, Directors, senior management, Controlling Shareholders or any of their respective associates.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The below chart shows the ownership structure of Central China Property Management immediately after the above step:



Note:

(1) To our Directors' best knowledge and belief, Mr. Hua Ziyi and Mr. Hua Zhichang were acting in concert.

3. 2012 to 2017—Expansion of business under the ownership of Independent Third Parties

Between 2012 and 2017, the property management business of Central China Property Management was expanded under the ownership of Independent Third Parties. During this period, Central China Property Management provided property management and value-added services for the vast majority of properties developed by the CCRE Group (and its associates or joint ventures). For each of the financial years between 2012 and 2017, revenue attributable to the properties developed by the CCRE Group and its associates or joint ventures accounted for over 90% of the total revenue of Central China Property Management.

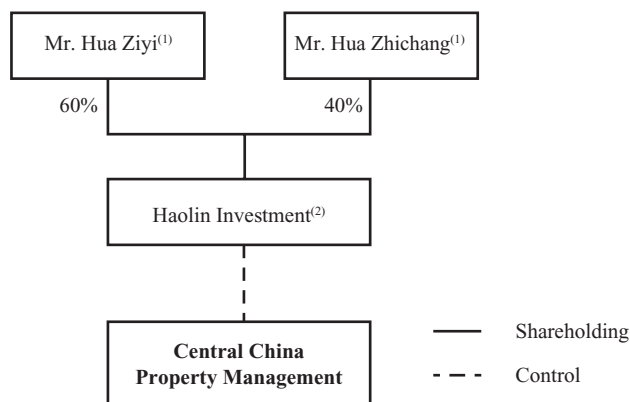
These Independent Third Parties also carried out various restructuring (including the establishment of Central China New Life and capital injection).

(a) December 2013—Establishment of equity entrustment arrangement in relation to Central China Property Management

On December 5, 2013, Haolin Investment and Central China Investment Holdings (a company of which Mr. Wu is the single largest beneficial owner) entered into an equity entrustment agreement, whereby Central China Investment Holdings will hold the entire equity interest in Central China Property Management on behalf of Haolin Investment (the “**2013 Entrustment**”). On December 12, 2013, in order to effect the 2013 Entrustment, Haolin Investment transferred such equity interest to Central China Investment Holdings. To our Directors' best knowledge and belief, the purpose of the 2013 Entrustment was to facilitate planning by Mr. Hua Zhichang (which was a private family matter), who intended to minimize disputes over his estate planning on account of his then family's circumstances, which could potentially in turn result in disruptions to Central China Property Management. At the time, Mr. Hua Ziyi had been business acquaintances and fellows of the same hometown with Mr. Wu since the 1990's.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The below chart shows the simplified ownership structure of Central China Property Management immediately after the above steps:



Notes:

- (1) To our Directors' best knowledge and belief, Mr. Hua Ziyi and Mr. Hua Zhichang were acting in concert.
 (2) Central China Property Management was controlled and beneficially owned by Haolin Investment by virtue of the 2013 Entrustment.

(b) April 21, 2016—Establishment of Central China New Life

On April 21, 2016, Central China New Life was established in the PRC with an initial registered capital of RMB200.0 million, of which RMB90.0 million has been paid in full and the remaining RMB110.0 million will be paid by December 31, 2026. Central China New Life was established to act as an investment holding company. At the time, our then beneficial owners wished to expand our service offerings beyond our traditional property management and value-added services, and it was intended that such new businesses would be carried out under newly established subsidiaries to be centrally held by Central China New Life. For example, shortly after Central China New Life was established, in May 2016, each of New Life Travel Services, New Life Hotel Management and Central China OP was established under Central China New Life to expand our Group's service offerings to customized travel services, hotel management services and property sub-leasing services.

Upon its establishment, Central China New Life was wholly owned by Central China Investment Holdings (through its wholly-owned subsidiary, Jianye Holding Development), which held such equity interest on behalf of Hongdao Investment (an investment holding company at the time wholly owned by Mr. Hua Ziyi, who to our Directors' best knowledge and belief, was acting in concert with Mr. Hua Zhichang, both being Independent Third Parties) by virtue of an equity entrustment agreement (the "**2016 Entrustment**").

To our Directors' best knowledge and belief, Mr. Hua Zhichang at the time still had the same estate planning considerations (which was a private family matter), that he had in connection with the 2013 Entrustment as disclosed above. Therefore, in connection with the establishment of Central China New Life, the following two steps were taken: (1) the 2016 Entrustment was established, the purpose of which was similar to the 2013 Entrustment, so the beneficial interest held via such entrustment would not be publicly available information; and (2) Mr. Hua Ziyi would, as a temporary interim measure, use his wholly-owned investment holding company (Hongdao Investment) to hold beneficial interests in Central China New Life, with the understanding that, upon Mr. Hua Zhichang acquiring sufficient certainty in respect of his estate planning, their interests will be formally adjusted to reflect the proportion in which they have always historically held their joint business investments i.e. 60% held by Mr. Hua Ziyi and 40% held by Mr. Hua Zhichang. Such adjustment was conducted a few

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

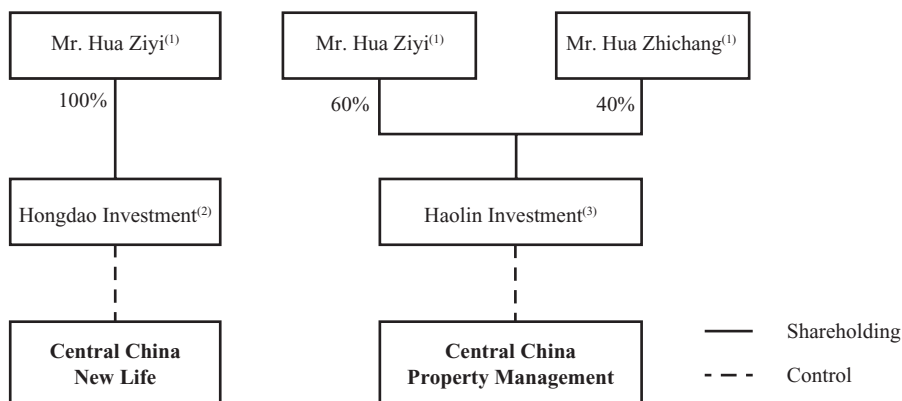
months later as detailed in the below paragraph “(d) August to September 2016—Further reorganization conducted by Independent Third Parties”.

Throughout the subsistence of the 2013 Entrustment and the 2016 Entrustment and in relation to Central China New Life and Central China Property Management: (1) Mr. Hua Ziyi and Mr. Hua Zhichang did not have any managerial role and were not involved in the day-to-day operations and management of Central China New Life and Central China Property Management. Their role was limited to their capacity as the ultimate beneficial owners. From time to time, Mr. Hua Ziyi and Mr. Hua Zhichang delivered authorization letters signed on behalf of Hongdao Investment or Haolin Investment (as the respective beneficiary) to the management (not being Mr. Wu) of Central China Investment Holdings and Jianye Holding Development (as the respective nominee). These included authorizing the establishment of Central China New Life, setting annual performance targets (such as revenue and customer satisfaction) and other corporate changes; (2) Mr. Wu did not have any managerial role and was not involved in the day-to-day operations and management of Central China New Life and Central China Property Management. Mr Wu’s role in these entrustment arrangements was limited to being the single largest beneficial owner of Central China Investment Holdings and Jianye Holding Development. Actions carried out by these companies, in their sole capacity as nominee acting only on abovementioned prior authorization letters from Haolin Investment or Hongdao Investment, were done so through the management (not being Mr. Wu) of Central China Investment Holdings and Jianye Holding Development, respectively; and (3) Mr. Hua Ziyi and Mr. Hua Zhichang (through Haolin Investment and Hongdao Investment, as beneficiaries under the entrustment arrangements) were entitled to dividends, while Mr. Wu was not entitled because he was only a nominee despite being the registered shareholder. As a matter of fact, no dividends, returns or other compensation in respect of Central China New Life or Central China Property Management were received by Mr. Hua Zhichang, Mr. Hua Ziyi, Mr. Wu or their respective associates.

Mr. Wu agreed for the above nominee companies to act as nominee of the 2013 Entrustment and the 2016 Entrustment for nil consideration due to various factors, including: (1) any instructions to be given to the nominee will be limited (given they will only involve shareholder actions and not director or management actions), with the nominee’s involvement being minimal and essentially limited to simply relaying such instructions to the relevant personnel or otherwise exercising shareholders’ rights in strict accordance with such instructions; (2) the nominee will not need to incur any expense or otherwise be financially exposed, given that pursuant to the entrustment agreements, the relevant beneficiary will assume all operating losses of, or legal disputes involving, Central China New Life and Central China Property Management; and (3) his many years of relationship with Mr. Hua Zhichang and Mr. Hua Ziyi as mentioned above.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The below chart shows the simplified ownership structure of Central China New Life and Central China Property Management immediately after the above step:



Notes:

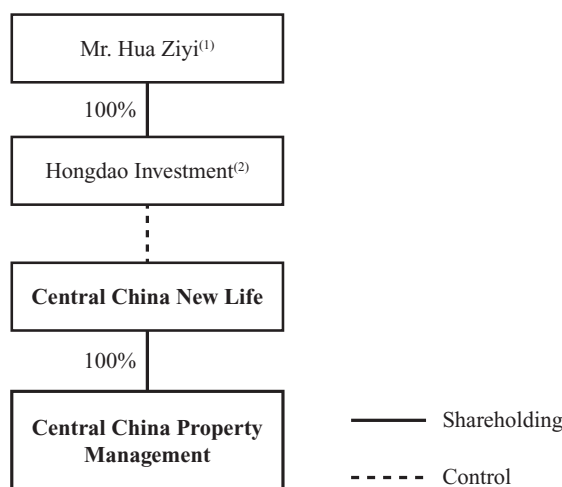
- (1) To our Directors' best knowledge and belief, Mr. Hua Ziyi and Mr. Hua Zhichang were acting in concert. As mentioned above, Mr. Hua Ziyi was temporarily using his wholly-owned investment holding company to hold beneficial interests in Central China New Life, pending sufficient certainty regarding Mr. Hua Zhichang's estate planning. During this interim period, Mr. Hua Ziyi and Mr. Hua Zhichang continued to jointly make shareholder decisions in relation to Hongdao Investment (and ultimately, Central China New Life).
- (2) Central China New Life was controlled and beneficially owned by Hongdao Investment by virtue of the 2016 Entrustment.
- (3) Central China Property Management was controlled and beneficially owned by Haolin Investment by virtue of the 2013 Entrustment.

(c) July 15, 2016—Reorganization conducted by Independent Third Parties

Mr. Hua Ziyi and Mr. Hua Zhichang (who, to our Directors' best knowledge and belief, were acting in concert) decided to consolidate their ownership of Central China New Life and Central China Property Management, which required the termination of the 2013 Entrustment. As such, on July 15, 2016 and as instructed by Haolin Investment, Central China Investment Holdings (as nominee under the 2013 Entrustment) transferred the entire equity interest in Central China Property Management to Central China New Life.

Upon completion of the above, Central China Property Management became a wholly-owned subsidiary of Central China New Life.

The below chart shows the simplified ownership structure of Central China New Life and Central China Property Management immediately after the above step:



HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Notes:

- (1) To our Directors' best knowledge and belief, Mr. Hua Ziyi and Mr. Hua Zhichang were acting in concert. As mentioned above, Mr. Hua Ziyi was temporarily using his wholly-owned investment holding company to hold beneficial interests in Central China New Life, pending sufficient certainty regarding Mr. Hua Zhichang's estate planning. During this interim period, Mr. Hua Ziyi and Mr. Hua Zhichang continued to jointly make shareholder decisions in relation to Hongdao Investment (and ultimately, Central China New Life and Central China Property Management).
- (2) Central China New Life and Central China Property Management were controlled and beneficially owned by Hongdao Investment by virtue of the 2016 Entrustment.

(d) August to September 2016—Further reorganization conducted by Independent Third Parties

Subsequently, Mr. Hua Ziyi and Mr. Hua Zhichang (who, to our Directors' best knowledge and belief, were acting in concert) decided to carry out further restructuring of their ownership of Central China New Life and Central China Property Management. This involved the establishment of an investment holding company and also the termination of the 2016 Entrustment. The purpose of this was to facilitate a change of estate planning by Mr. Hua Zhichang (which was a private family matter, in light of which Mr. Hua Zhichang felt any potential family issues had been sufficiently managed and settled) and to implement a more suitable holding structure of Central China New Life and Central China Property Management in anticipation of a potential listing application on the National Equities Exchange and Quotations of the PRC.

To our Directors' best knowledge and belief, it was intended at the time that Central China New Life (as the holding company of all of our Group's businesses) will act as the proposed listing vehicle. Further, in preparation of such listing, Mr. Hua Ziyi and Mr. Hua Zhichang wished to hold their interests in Central China New Life (and its subsidiaries) directly through a dedicated investment holding company i.e. its only investment being Central China New Life (and its subsidiaries). This will ultimately provide restructuring flexibility (including disposal) after such proposed listing. Hongdao Investment could not serve such purpose given it was the vehicle through which Mr. Hua Ziyi and Mr. Hua Zhichang held multiple other business investments. As such, Jianye Holdings was established to fulfil such purpose. To our Directors' best knowledge and belief, such potential listing application: (1) never proceeded beyond preliminary discussions and no advisers were engaged to prepare such listing application; and (2) was abandoned due to commercial reasons, primarily in light of the liquidity and valuation of other companies listed on the National Equities Exchange and Quotations of the PRC at the time.

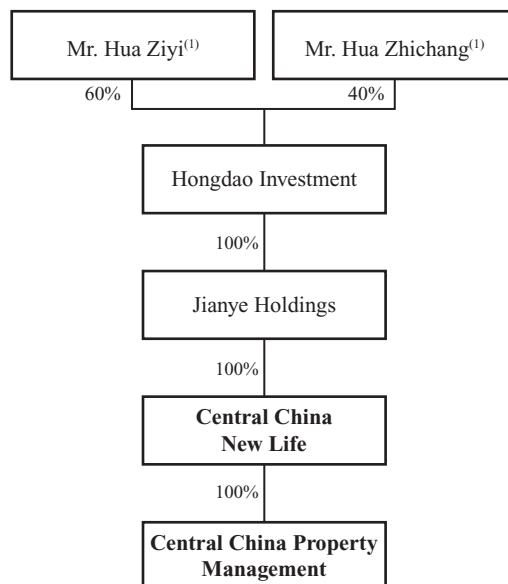
On August 1, 2016, Jianye Holdings was established in the PRC as a subsidiary of Hongdao Investment (an Independent Third Party).

On September 26, 2016, as instructed by Hongdao Investment (which at the time was jointly owned by Mr. Hua Ziyi and Mr. Hua Zhichang), Jianye Holding Development (as nominee under the 2016 Entrustment) disposed of its entire equity interest in Central China New Life (which held Central China Property Management) to Jianye Holdings for a consideration of RMB90.0 million, which was based on the total capital contribution then paid by Jianye Holding Development.

Further, in September 2016, the equity interest of Hongdao Investment was adjusted to 60% held by Mr. Hua Ziyi and 40% by Mr. Hua Zhichang in order to reflect the proportion with which the two have always held their joint investments.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

The below chart shows the ownership structure of Central China New Life and Central China Property Management immediately after the above steps:



Note:

(1) To our Directors' best knowledge and belief, Mr. Hua Ziyi and Mr. Hua Zhichang were acting in concert.

4. 2017 to Present—Acquisition by our Controlling Shareholders for further expansion of our business

In 2017, Mr. Wu (our Controlling Shareholder) decided to purchase the entire equity interest in Central China New Life, having taken into account the improving financial performance of Central China Property Management and its long-term growth potentials leveraging on the synergy between its property management services and the properties developed by the CCRE Group (of which Mr. Wu is also the ultimate controlling shareholder).

As such, on December 19, 2017, Hongdao Investment and Mr. Wu entered into an equity transfer agreement, whereby: (a) Mr. Wu agreed to purchase the entire beneficial interest in Central China New Life for a consideration of RMB100.0 million (which was determined based on arm's length negotiation and with reference to valuation of Central China New Life as at November 30, 2017 as assessed by an independent valuer); and (b) Mr. Wu will later transfer such equity interest to an offshore vehicle designated by him, until which, Hongdao Investment will hold such equity interest on behalf of Mr. Wu (as the sole beneficial owner). Our PRC Legal Advisors have advised that such transfer of equity interest to Mr. Wu has been completed on December 19, 2017 and no regulatory approval was required. Our Directors confirm that the consideration has been fully settled. As such, on December 19, 2017, Mr. Wu became the ultimate beneficial owner of Central China New Life and Central China Property Management.

As disclosed above, the previous valuation of Central China Property Management in 2012 was determined by the then beneficial owner and prospective buyers to be RMB5.0 million, being the total capital contribution then paid by the then beneficial owner. The primary reason for such basis was that Central China Property Management was loss-making in 2012. Since then, Central China Property Management has continued to develop and expand, and eventually achieved profitability which led to the abovementioned valuation of RMB100.0 million as at November 30, 2017. For illustration, we had

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

developed from a loss-making company in 2012 to a company that recorded retained earnings of RMB14.4 million as of December 31, 2017, profit from continuing operations of RMB39.1 million for the year ended December 31, 2017, and the total net assets of Central China New Life as at December 31, 2017 was RMB99.6 million. For details on the factors that led to such profitability, see the section headed “Financial Information—Selected Items of the Consolidated Balance Sheets—Accumulated Losses”.

Mr. Hua Ziyi and Mr. Hua Zhichang decided to dispose of Central China New Life to Mr. Wu because Mr. Hua Ziyi and Mr. Hua Zhichang had already decided to abandon the previously considered potential listing application on the National Equities Exchange and Quotations of the PRC, primarily due to the liquidity and valuation of other companies listed on such exchange at the time. Therefore, they believed at the time that market sentiment towards the property management industry was not high and they were not optimistic about the performance of other business segments of our Group. Mr. Wu offered to purchase Central China New Life for RMB100.0 million, which Mr. Hua Ziyi and Mr. Hua Zhichang believed to be an acceptable valuation given it was assessed by an independent valuer and would allow them to realize their investment and focus on their other business investments.

Subsequently, on November 2, 2018, CCNL (HK) was incorporated in Hong Kong as an indirect wholly-owned subsidiary of our Company. CCNL (HK) then further entered into an equity transfer agreement with Jianye Holdings to effect the arrangement as agreed under the aforesaid equity transfer agreement dated December 19, 2017, whereby Jianye Holdings agreed to transfer the entire equity interest in Central China New Life to CCNL (HK), being the offshore vehicle designated by Mr. Wu. Our PRC Legal Advisors have advised that such transfer to CCNL (HK) has been properly and legally completed on November 20, 2018 and no regulatory approval was required.

Zhizun Housing Agency

Zhizun Housing Agency is principally engaged in property agency services. It was established on March 25, 2010 with an initial registered capital of RMB1.0 million (which has been fully paid up), contributed solely by Central China Property Management. Central China Property Management owned Zhizun Housing Agency via entrustment arrangements, with certain of the then senior managers as its nominee. Shortly after Mr. Wu acquired Central China New Life and Central China Property Management, all such arrangements were terminated on December 22, 2017, and Central China New Life acquired the entire equity interest in Zhizun Housing Agency from the then nominee. Our PRC Legal Advisors have advised that such transfer has been properly and legally completed and no regulatory approval was required.

On January 25, 2019, the registered capital of Zhizun Housing agency was increased from RMB1.0 million to RMB10.0 million, of which RMB5.2 million has been paid.

Aiou Electronic

Aiou Electronic is principally engaged in consultation, engineering installation and software development of intelligent technology solutions. It was established on March 25, 2014 with an initial registered capital of RMB1.0 million (which has been fully paid up), and was owned as to 60% by Mr. Lu Feng (盧峰先生) and 40% by Ms. Shan Dandan (單單單女士) (both being Independent Third Parties). Between 2015 to 2018, there were several changes in ownership in Aiou Electronic among

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

various Independent Third Parties, eventually resulting in Aiou Electronic having a registered capital of RMB8.0 million and being owned as to 93.3% by Songyun Network and 6.7% by Mr. Lu Feng (both being Independent Third Parties).

Subsequently, we wanted to expand our value-added services by providing intelligent community solutions and intelligent home devices. As such, on December 25, 2018, we (through Central China New Life) entered into an equity transfer agreement with Songyun Network to acquire 93.3% equity interest in Aiou Electronic for a consideration of RMB2.8 million, which was determined after arm's length negotiation with reference to the total capital contribution then paid by Songyun Network. Since completion of such acquisition, Aiou Electronic has been our non wholly-owned subsidiary, being owned as to 93.3% by us (through Central China New Life) and 6.7% by Mr. Lu Feng (a director of Aiou Electronic, an insignificant subsidiary (as defined under the Listing Rules), and therefore an Independent Third Party). Our PRC Legal Advisors have advised that such acquisition has been properly and legally completed and no regulatory approval was required. Our Directors confirm that the consideration has been fully settled.

Operating entities of our lifestyle services

<u>Name</u>	<u>Date and place of establishment</u>	<u>Registered capital (RMB)</u>	<u>Interest attributable to our Group</u>	<u>Principal business activities</u>
Central China Dashitang	January 24, 2019 (PRC)	5.0 million	94%	Catering services
New Life Travel Services	May 18, 2016 (PRC)	100.0 million	100%	Customized travel services
One Family Network	February 5, 2015 (PRC)	30.0 million	100%	Network technology development and consulting services (including operation of our Jianye + (建業+) platform)
Songyun Beijing Information	August 24, 2015 (PRC)	10.0 million	80%	Technology development and consulting services

Central China Dashitang

Central China Dashitang is principally engaged in catering services. It was established on January 24, 2019 with an initial registered capital of RMB5.0 million (of which RMB1.0 million has been paid), and has since been our non wholly-owned subsidiary (by virtue of being wholly owned by New Life Agricultural Development).

New Life Travel Services

New Life Travel Services is principally engaged in customized travel services. It was established on May 18, 2016 with an initial registered capital of RMB100.0 million (of which RMB16.05 million has been paid) and has since been wholly owned by us through Central China New Life.

One Family Network

One Family Network is principally engaged in network technology development and consulting services, including operation of our Jianye + (建業+) platform. It was established on February 5, 2015

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

under its former name of Henan Yijia E-commerce Co., Ltd.* (河南易家電子商務有限公司) with an initial registered capital of RMB5.0 million, and was wholly owned by Central China Property Management (which at the time was controlled by Independent Third Parties). On August 10, 2015, these Independent Third Parties decided to restructure their ownership of One Family Network, whereby Songyun Network (which was wholly owned by these Independent Third Parties) acquired 70% of the equity interest in One Family Network from Central China Property Management for a consideration of RMB3.5 million, which was based on the total capital contribution then paid by Central China Property Management. On December 31, 2015, One Family Network was renamed as its current name, Henan One Family Network Technology Co., Ltd* (河南一家網絡科技有限公司). On September 8, 2016, the registered capital of One Family Network was increased from RMB5.0 million to RMB30.0 million, with RMB17.5 million of such increase to be paid by Songyun Network and remaining RMB7.5 million to be paid by Central China Property Management.

Subsequent to our Group's acquisition of Central China New Life and Central China Property Management, we wished to further build our Jianye + (建業+) platform and to provide online services. As such, on December 25, 2018, we (through Central China New Life) entered into equity transfer agreements to acquire the entire equity interest in One Family Network from Songyun Network and Central China Property Management for a consideration of RMB14.0 million and RMB6.0 million, respectively, which was determined after arm's length negotiation with reference to the total capital contribution then paid by the then existing shareholders. Our PRC Legal Advisors have advised that such acquisition has been properly and legally completed and no regulatory approval was required. Our Directors confirm that the consideration has been fully settled. Since completion of such acquisition, One Family Network has been wholly owned by us through Central China New Life.

Songyun Beijing Information

Songyun Beijing Information is principally engaged in technology development and consulting services. It was established on August 24, 2015 with an initial registered capital of RMB10.0 million and was owned as to 70% by Songyun Network, 20% by Henan Central China Football Club and 10% by Beijing Shenzhou Qingyun Information Technology Co., Ltd.* (北京神州青雲信息技術有限公司) ("**Beijing Shenzhou Qingyun**"), all being Independent Third Parties. On July 20, 2016, Songyun Network acquired the 10% equity interest in Songyun Beijing Information from Beijing Shenzhou Qingyun.

Subsequent to our Group's acquisition of Central China New Life and Central China Property Management, we wished to provide technology development and consulting services. As such, on December 25, 2018, we (through Central China New Life) entered into an equity transfer agreement to acquire 80% equity interest in Songyun Beijing Information from Songyun Network for a consideration of RMB8.0 million, which was determined after arm's length negotiation with reference to the total capital contribution then paid by Songyun Network. Our PRC Legal Advisors have advised that such acquisition has been properly and legally completed and no regulatory approval was required. Our Directors confirm that the consideration has been fully settled. Since completion of such acquisition, Songyun Beijing Information has been our non wholly-owned subsidiary, being owned as to 80% by Central China New Life and 20% by Henan Central China Football Club (an Independent Third Party).

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Operating entities of our commercial property management and consultation services

Name	Date and place of establishment	Registered capital (RMB)	Interest attributable to our Group	Principal business activities
New Life Agricultural Development	November 6, 2018 (PRC)	50.0 million	94%	Management of suburban leisure complex
Central China Jingyuecheng . .	January 24, 2019 (PRC)	10.0 million	51%	Commercial property management and consultation services
New Life Hotel Management	May 18, 2016 (PRC)	100.0 million	100%	Hotel management services

New Life Agricultural Development

New Life Agricultural Development is principally engaged in modern agricultural projects. It was established on November 6, 2018 with an initial registered capital of RMB50.0 million (of which RMB1.0 million has been paid), and has since been our non wholly-owned subsidiary, being owned as to 94% by us (through Central China New Life) and 6% by Henan Minghe Agricultural Technology Co., Ltd.* (河南銘禾農業科技有限公司) (which is owned as to 70% by Mr. Zhang Hu (張虎先生) (a member of our senior management, a director of New Life Travel Services and New Life Hotel Management and therefore a connected person), and 30% by Mr. Wang Kaixing (王凱星先生) (a director of Central China Rural Garden Planning, and insignificant subsidiary (as defined under the Listing Rules) and therefore an Independent Third Party).

Central China Jingyuecheng

Central China Jingyuecheng is principally engaged in commercial property management and consultation services including management of shopping malls and office buildings. It was established on January 24, 2019 with an initial registered capital of RMB10.0 million (of which RMB6.0 million has been paid), and has since been our non wholly-owned subsidiary, being owned as to 51% by us (through Central China New Life) and 49% by Shanghai Yiyuejia Business Management Group Co., Ltd.* (上海怡悅嘉商業管理集團有限公司) (an Independent Third Party).

New Life Hotel Management

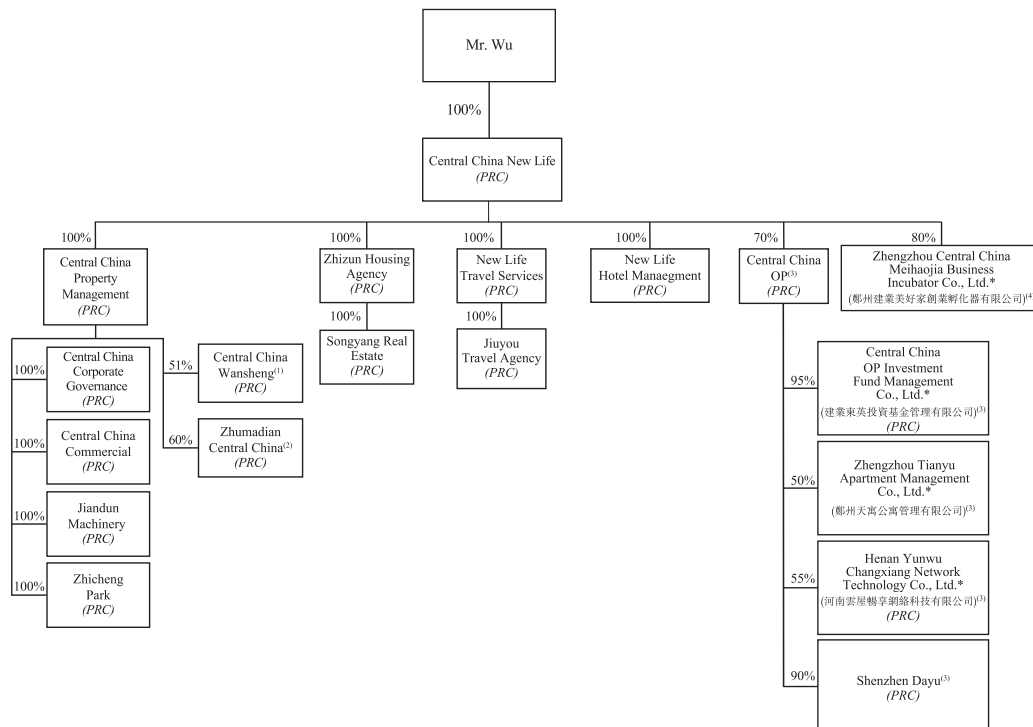
New Life Hotel Management is principally engaged in hotel management services. It was established on May 18, 2016 with an initial registered capital of RMB100.0 million (of which RMB10.0 million has been paid), and has since been wholly owned by us through Central China New Life.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

REORGANIZATION

Corporate structure before our Reorganization

The below chart shows our simplified ownership structure immediately before our Reorganization:



Notes:

- (1) Central China Wansheng was owned as to 49% by Henan Jiankong Commercial Operational Management Co., Ltd.* (河南建控商業運營管理有限公司) (an Independent Third Party).
- (2) Zhumadian Central China was owned as to 40% was held by Henan Lantian Real Estate Co., Ltd.* (河南藍天置業有限公司) (an Independent Third Party).
- (3) Immediately prior to our Reorganization, Central China OP was owned as to 30% by OP New Life Co., Ltd.* (東英新生活有限公司) (an Independent Third Party) and held four non wholly-owned subsidiaries.

Details of the other interests held in such subsidiaries are as follows:

- (a) Central China OP Investment Fund Management Co., Ltd.* (建業東英投資基金管理有限公司) was held as to 5% by 深圳昀德投資諮詢有限公司 (an Independent Third Party);
- (b) Zhengzhou Tianyu Apartment Management Co., Ltd.* (鄭州天寓公寓管理有限公司) was held as to 50% by Ms. Jiang Fang (姜芳女士) (an Independent Third Party);
- (c) Henan Yunwu Changxiang Network Technology Co., Ltd.* (河南雲屋暢享網絡科技有限公司) was held as to 24.75% by Mr. Qiao Xiaoyong (喬小勇先生) and 20.25% by Mr. Liu Da (劉達先生) (both being Independent Third Parties); and
- (d) Shenzhen Dayu was held as to 10% by Mr. Liu Da (劉達先生) (an Independent Third Party).

We subsequently disposed of Central China OP. See “—Post-Reorganization—Disposal of Central China OP”.

- (4) Zhengzhou Central China Meihaojia Business Incubator Co., Ltd.* (鄭州建業美好家創業孵化器有限公司) was established in the PRC as a limited liability company on March 16, 2017. Prior to our Reorganization, it was our non wholly-owned subsidiary, being owned as to 80% by us (through Central China New Life) and 20% by Mr. Zheng Lihua (張立華先生) (an Independent Third Party). This subsidiary was subsequently deregistered in January 2019 as it had no operations.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Reorganization steps

In preparation for the Listing, our Group implemented our Reorganization, which consisted of the following steps: (a) incorporation of our Company; (b) incorporation of our BVI intermediate company and HK intermediate holding company; and (c) transfer of our PRC intermediate holding company. Details are set out below:

1. Incorporation of our Company

Our Company was incorporated in the Cayman Islands on October 16, 2018 and the initial authorised share capital of our Company was HK\$380,000 divided into 38,000,000 Shares with a par value of HK\$0.01 each. Upon incorporation, one Share was issued to an Independent Third Party. On the same day, such Share was transferred to Enjoy Start and the remaining 37,999,999 Shares were allotted to Enjoy Start.

2. Incorporation of Sky Joy (our BVI intermediate holding company) and CCNL (HK) (our Hong Kong intermediate holding company)

Sky Joy was incorporated in the BVI on October 26, 2018. Upon incorporation, one share, representing the entire issued share capital of Sky Joy, was allotted to our Company.

CCNL (HK) was incorporated in Hong Kong on November 2, 2018. Upon incorporation, 10,000 shares, representing the entire issued shares of CCNL (HK), were allotted to Sky Joy.

3. Transfer of Central China New Life (our PRC intermediate holding company)

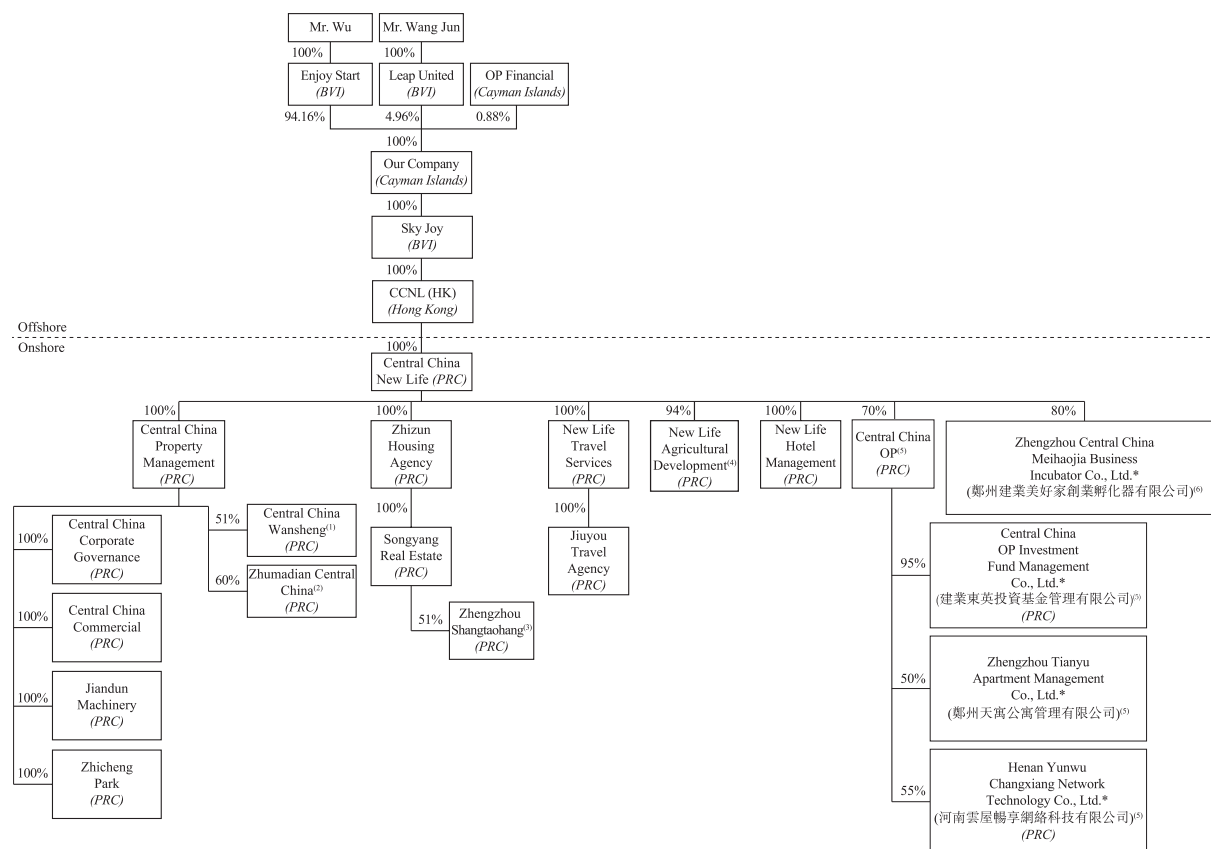
On November 20, 2018, as instructed by Mr. Wu (as the sole beneficial owner of Central China New Life), the entire equity interest in Central China New Life was transferred to CCNL (HK) (our wholly-owned subsidiary). Our PRC Legal Advisors have advised that such transfer has been properly and legally completed on November 20, 2018 and no regulatory approval was required.

Our Reorganization has been legally and properly completed and settled and no regulatory approval was required.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Corporate Structure after our Reorganization

The below chart shows our shareholding structure immediately after completion of our Reorganization:



Notes:

- (1) Central China Wansheng was owned as to 49% by Henan Jiankong Commercial Operational Management Co., Ltd.* (河南建控商業運營管理有限公司) (an Independent Third Party).
- (2) Zhumadian Central China was owned as to 40% by Henan Lantian Real Estate Co., Ltd.* (河南藍天置業有限公司) (an Independent Third Party).
- (3) Zhengzhou Shangtaohang was owned as to 49% by Chongqing Shangtau Property Consultancy Co., Ltd.* (重慶上韜房地產顧問有限公司), which was in turn held by six Independent Third Parties (including Mr. Shen Hailang (沈海浪先生), a director of Zhengzhou Shangtaohang, an insignificant subsidiary (as defined under the Listing Rules), and therefore an Independent Third Party).
- (4) New Life Agricultural Development was owned as to 94% by us (through Central China New Life) and 6% by Henan Minghe Agricultural Technology Co., Ltd.* (河南銘禾農業科技有限公司) (which was held as to 70% by Mr. Zhang Hu (張虎先生) (a member of our senior management, a director of New Life Travel Services and New Life Hotel Management and therefore a connected person), and 30% by Mr. Wang Kaixing (王凱星先生) (a director of Central China Rural Garden Planning, and insignificant subsidiary (as defined under the Listing Rules) and therefore an Independent Third Party).
- (5) Immediately after completion of our Reorganization, Central China OP was owned as to 30% by OP New Life Co., Ltd.* (東英新生活有限公司) (an Independent Third Party) and held three non wholly-owned subsidiaries.

Details of the other interests held on such subsidiaries are as follows:

- (a) Central China OP Investment Fund Management Co., Ltd.* (建業東英投資基金管理有限公司) was held as to 5% by 深圳响德投資諮詢有限公司 (an Independent Third Party);
- (b) Zhengzhou Tianyu Apartment Management Co., Ltd.* (鄭州天寓公寓管理有限公司) was held as to 50% by Ms. Jiang Fang (姜芳女士) (an Independent Third Party); and
- (c) Henan Yunwu Changxiang Network Technology Co., Ltd.* (河南雲屋暢享網絡科技有限公司) was held as to 24.75% by Mr. Qiao Xiaoyong (喬小勇先生) and 20.25% by Mr. Liu Da (劉達先生) (both being Independent Third Parties);

We subsequently disposed of Central China OP. See “—Post-Reorganization—Disposal of Central China OP”.

- (6) Zhengzhou Central China Meihaojia Business Incubator Co., Ltd.* (鄭州建業美好家創業孵化器有限公司) was established in the PRC as a limited liability company on March 16, 2017. Immediately after completion of our reorganization, it was our non wholly-owned subsidiary, being owned as to 80% by us (through Central China New Life) and 20% by Mr. Zheng Lihua (張立華先生) (an Independent Third Party). This subsidiary was subsequently deregistered in January 2019 as it had no operations.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

POST-REORGANIZATION

Disposal of Central China OP

Central China OP and its subsidiaries were principally engaged in the provision of property sub-leasing service. Immediately prior to the Reorganization and the disposal of Central China OP, Central China OP was our non wholly-owned subsidiary, being owned as to 70% by us (through Central China New Life) and 30% by OP New Life Co., Ltd.* (東英新生活有限公司) (a then subsidiary of OP Financial, our pre-IPO investor).

On March 15, 2019, we (through Central China New Life) disposed of our 70% equity interest in Central China OP to Shenzhen Xinboda (an Independent Third Party) for a nominal consideration of RMB1.0 on the basis that Central China OP was loss-making throughout the Track Record Period and had an outstanding debt of RMB59.35 million to our Group as at the date of disposal, which was a shareholder's loan provided by our Group for the purpose of financing the business operations of Central China OP during the two years ended December 31, 2017 and 2018. For details on the results of Central China OP (including reasons for its losses), see the section headed "Financial Information—Description of Certain Consolidated Statements of Comprehensive Income Items—Discontinued Operation". Further, based on the 2018/2019 annual report of OP Financial, on the same date, OP Financial disposed of its entire equity interest in OP New Life Co., Ltd.* (東英新生活有限公司) and consequently, also ceased to have any interest in Central China OP.

Our Directors consider that such disposal would be in the best interests of our Group as (i) the business of Central China OP (as well as its subsidiaries) was unrelated to the core business of our Group and does not add value to the synergies in line with the long term development of our Group; and (ii) maintaining the operations of Central China OP (as well as its subsidiaries) required substantial resources, which could instead be utilized to develop our core business segments with better prospects. Our PRC Legal Advisors have advised that such disposal has been properly and legally completed and no regulatory approval was required. Our Directors confirm that the consideration was fully settled on the same day. Upon completion of the above disposal, we ceased to have any interest in Central China OP.

Pursuant to the disposal agreement dated March 15, 2019, Shenzhen Xinboda agrees to settle the outstanding debts of RMB59.35 million owed by Central China OP to our Group in the following manner: (i) a sum of RMB30.0 million shall be settled on or before April 30, 2019; and (ii) the remaining sum of RMB29.35 million shall be settled on or before April 30, 2020. As of the Latest Practicable Date, the sum of RMB30.0 million had been settled and the remaining sum of RMB29.35 million remained outstanding. Further details are set out in the section headed "Financial Information—Selected Items of the Consolidated Balance Sheet—Trade and Other Receivables and Prepayments—Other Receivables" in this prospectus.

Share award arrangement with our Director

On January 25, 2019, in order to incentivize and enhance loyalty, Enjoy Start (our Controlling Shareholder) entered into a share transfer agreement to transfer 1,900,000 Shares to Leap United (which is wholly owned by Mr. Wang Jun, our executive Director, chief executive officer and chairman of our Board) for a consideration of HK\$50.0 million. Such consideration was determined after arm's length negotiation, having taken into account the fair value of such Shares and the value brought by Mr. Wang Jun, and has been fully settled (against a personal loan from Mr. Wu to

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Mr. Wang Jun). Such share transfer was completed on April 26, 2019. The Shares held by Leap United will represent 3.72% of the issue shares of our Company immediately upon completion of the Global Offering and will not be considered part of our public float. Pursuant to a supplemental agreement dated October 28, 2019 between the same parties, all special rights or obligations were terminated with immediate effect.

Pre-IPO investment by OP Financial

On March 15, 2019, our Company entered into a share subscription agreement with OP Financial, pursuant to which 339,000 Shares were allotted and issued to OP Financial at a consideration of HK\$11.0 million.

Principal terms of the above share subscription are summarized below:

Parties	(1) Our Company (as issuer) (2) OP Financial (as investor)
Background of the investor	OP Financial is a cross-border investor with a focus on China's fast growing industries and is listed on the Main Board of the Stock Exchange (stock code: 1140)
Date of share subscription agreement	March 15, 2019
Date of share subscription	April 29, 2019
Number of Shares purchased	339,000 Shares (being 0.88% interest in our Company as at the date of the investment)
Shareholding of the investor in our Company immediately upon completion of the Global Offering	0.66%
Consideration and payment date	HK\$11.0 million (fully paid on April 30, 2019)
Basis of determination of the consideration	Consideration was determined after arm's length negotiation between the parties with reference to the fair value of the relevant Shares as appraised by an independent valuer
Investment cost per Share	HK\$32.45 per Share before the Capitalization Issue, or HK\$1.38 per Share taking into account the effect of the Capitalization Issue and the Global Offering (but before any exercise of the Over-allotment Option)
Discount to the Offer Price	78.4% (based on the mid-point of the Offer Price range of HK\$6.40)
Use of net proceeds and its utilization by our Company	General working capital. As of the Latest Practicable Date, the proceeds had not been utilized
Special rights granted to the investor	None
Lock-up of the investment	None

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Public float for the purposes of Rule 8.08 of the Listing Rules The Shares held by OP Financial will be considered part of our public float

Strategic benefits to our Company Our Directors believe that (i) we can benefit from OP Financial's knowledge on the capital markets, strategic advice and business network given that OP Financial is an institutional investor with extensive experience in identifying investment targets, enhancing their performance and providing support and advise; (ii) OP Financial's investment in our Company demonstrates its confidence in our operations, performance, strength and prospects; and (iii) OP Financial is a cross-border investor with a focus on China's fast growing industries such as utilization of artificial intelligence, big data analytics, IoT in the provision of internet services, which are consistent with our expansion strategies

Share-based payments Not applicable

Sole Sponsor's confirmation

On the basis that (i) the consideration for the pre-IPO investment by OP Financial was settled more than 28 clear days before the date of our first submission of the listing application form to the Listing Department of the Stock Exchange in relation to the Listing; and (ii) no special rights were granted to OP Financial in connection with its pre-IPO Investment as confirmed by our Directors, the Sole Sponsor is of the view that the pre-IPO investment by OP Financial is in compliance with the Interim Guidance on Pre-IPO Investments issued by the Stock Exchange on October 13, 2010 (as updated in March 2017), and the Guidance Letter HKEx-GL43-12 issued by the Stock Exchange in October 2012 (as updated in July 2013 and March 2017). The Guidance Letter HKEx-GL44-12 issued by the Stock Exchange in October 2012 (as updated in March 2017) is not applicable to the pre-IPO investment by OP Financial Limited as no convertible instrument was issued.

Increase of authorized capital

On April 29, 2020, our Shareholders resolved that the authorized share capital of our Company be increased to HK\$50,000,000 divided into 5,000,000,000 Shares of HK\$0.01 each.

Capitalization Issue

Conditional on the share premium account of our Company being credited as a result of the Global Offering, our Directors were authorized to capitalize HK\$8,616,610.00 standing to the credit of the share premium account of our Company by applying such sum in paying up in full at par 861,661,000 Shares, such Shares to be allotted and issued on the Listing Date, credited as fully-paid at par to our Shareholder(s) whose name(s) appear on the register of members of our Company at the close of business on May 14, 2020 in proportion (as near as possible without involving fractions so that no fraction of a share shall be allotted and issued) to their then shareholding in our Company and

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

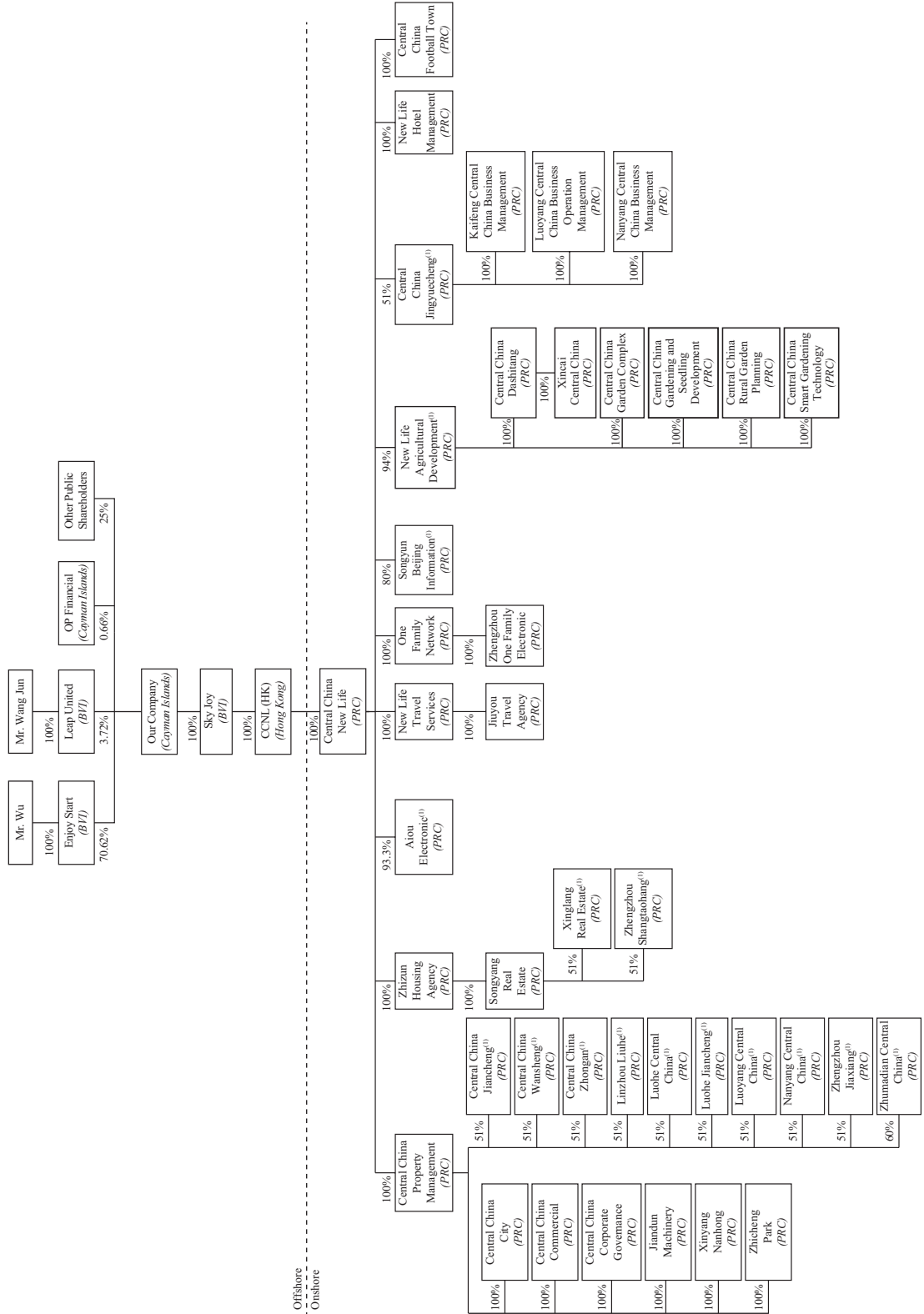
the Shares to be allotted and issued pursuant to the Capitalization Issue shall carry the same rights in all respects with the then existing issued Shares.

Details of the resolutions of our Shareholders are set out in “Appendix IV—Statutory and General Information—A. Further Information about our Company—4. Written Resolutions of our Shareholders passed on April 29, 2020”.

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

CORPORATE STRUCTURE

The below chart shows our shareholding structure immediately following the Global Offering (assuming the Over-allotment Option, the Pre-IPO Share Options and Post-IPO Share Options have not been exercised):



HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

Note (1):

As of the Latest Practicable Date, 16 of our subsidiaries were not wholly owned by us. Details of the other interests held in such non wholly-owned subsidiaries are set out below:

Name of non-wholly-owned Subsidiary	Details of minority interests
Aiou Electronic	6.67% by Mr. Lu Feng (盧峰先生) (a director of Aiou Electronic, an insignificant subsidiary (as defined under the Listing Rules), and therefore an Independent Third Party)
Central China Jiancheng	49% by Zhoukou Jiancheng Property Service Co., Ltd.* (周口建城物業服務有限公司) (an Independent Third Party)
Central China Jingyuecheng	49% by Shanghai Yiyuejia Business Management Group Co., Ltd.* (上海怡悅嘉商業管理集團有限公司) (a company owned by various Independent Third Parties, including 15% by Jianye Holdings)
Central China Wansheng	49% by Henan Jiankong Commercial Operational Management Co., Ltd.* (河南建控商業運營管理有限公司) (an Independent Third Party)
Central China Zhongan	49% by Huaiyang Zhongan Property Management Co., Ltd.* (淮陽縣中安物業管理有限公司) (an Independent Third Party)
Linzhou Liuhe	29.4% by Ms. Liu Yuzhen (劉玉珍女士) and 19.6% by Mr. Guo Junjie (郭俊傑先生) (both being a director of Linzhou Liuhe, an insignificant subsidiary (as defined under the Listing Rules), and therefore Independent Third Parties)
Luohe Central China	49% by Ms. Guo Ailing (郭愛玲女士) (an Independent Third Party)
Luohe Jiancheng	49% by Luohe City Huida Property Management Co., Ltd.* (漯河市惠達物業管理有限公司) (an Independent Third Party)
Luoyang Central China	49% by Luoyang Shihua Huikang Property Management Co., Ltd.* (洛陽石化惠康物業管理公司) (an Independent Third Party)
Nanyang Central China	49% by Henan Shuntai Property Management Co., Ltd.* (河南順泰物業管理有限公司), which was in turn owned by Mr. Yang Kang (楊康先生) (an Independent Third Party) and Mr. Zhang Mingli (張明理先生) (a director of Nanyang Central China, an insignificant subsidiary (as defined under the Listing Rules) and therefore an Independent Third Party)
New Life Agricultural Development	6% was held by Henan Minghe Agricultural Technology Co., Ltd.* (河南銘禾農業科技有限公司), which was in turn held as to 70% by Mr. Zhang Hu (張虎先生) (a member of our senior management, a director of New Life Travel Services and New Life Hotel Management and therefore a connected person) and 30% by Mr. Wang Kaixing (王凱星先生) (a director of Central China Rural Garden Planning, and insignificant subsidiary (as defined under the Listing Rules) and therefore an Independent Third Party)
Songyun Beijing Information	20% by Henan Central China Football Club (an Independent Third Party)
Xinglang Real Estate	49% was held by Henan Tiancheng Real Estate Sales Co., Ltd.* (河南天成不動產營銷有限公司), which was in turn held by Mr. Mao Chunling (毛春領先生) (an Independent Third Party) and Mr. Liu Xingjie (劉星傑先生) (a director of Xinglang Real Estate, an insignificant subsidiary (as defined under the Listing Rules), and therefore an Independent Third Party)

HISTORY, REORGANIZATION AND CORPORATE STRUCTURE

<u>Name of non-wholly-owned Subsidiary</u>	<u>Details of minority interests</u>
Zhengzhou Jiaxiang	29% by Mr. Ma Zheng (馬征先生) and 20% by Mr. Bai Jianhua (白建華先生) (being respectively a director and a supervisor of Zhengzhou Jiaxiang, an insignificant subsidiary (as defined under the Listing Rules), and therefore Independent Third Parties)
Zhengzhou Shangtaohang	49% by Chongqing Shangtau Property Consultancy Co., Ltd.* (重慶上韜房地產顧問有限公司), which was in turn held by six Independent Third Parties (including Mr. Shen Hailang (沈海浪先生), a director of Zhengzhou Shangtaohang, an insignificant subsidiary (as defined under the Listing Rules), and therefore an Independent Third Party)
Zhumadian Central China	40% by Henan Lantian Real Estate Co., Ltd* (河南藍天置業有限公司) (an Independent Third Party)