

---

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

---

### OUR CONTROLLING SHAREHOLDERS

Immediately upon completion of the Global Offering and the Capitalization Issue, Enjoy Start (which is wholly-owned by Mr. Wu) will directly hold approximately 70.62% of the issued share capital of our Company (without taking into account any Shares which may be issued pursuant to the exercise of the Over-allotment Option, the Pre-IPO Share Options and the Post-IPO Share Options). Enjoy Start is an investment holding company incorporated in BVI. Accordingly, each of Enjoy Start and Mr. Wu is our Controlling Shareholder.

### DELINEATION OF BUSINESS

Apart from his controlling interest in our Group, Mr. Wu is also the controlling shareholder, an executive director and chairman of the board of directors of CCRE (a company listed on the Stock Exchange, Stock Code: 832) and the controlling shareholder, an executive director and chairman of the board of directors of DIT Group Limited (a company listed on the Stock Exchange, Stock Code: 726) (“DIT”, together with its subsidiaries, the “DIT Group”). As of the Latest Practicable Date, Mr. Wu indirectly held 74.35% of the issued share capital of CCRE and was interested in 63.53% of the issued share capital of DIT. Save as disclosed above, Mr. Wu was not interested in more than 5% in any listed public company as of the Latest Practicable Date.

The table below sets out the principal businesses and target customers of our Group, the CCRE Group and the DIT Group as of the Latest Practicable Date:

	<u>Principal businesses</u>	<u>Target customers</u>
Our Group	<ul style="list-style-type: none"><li>• Property management and value-added services, including property management and related value-added services for communities and non-property owners, property agency services, intelligent community solutions, and personalized services to VIPs of the Central China Consumers Club, which are non-development and non-construction related in nature</li><li>• Lifestyle services, including products and services we offer on our Jianye + (建業+) platform, travel services, and management services we provide in Cuisine Henan Foodcourts (建業大食堂)</li><li>• Commercial property management and consultation services including management and pre-opening consultation of hotels (as a service provider to hotel owners), commercial asset and cultural tourism complex</li></ul>	<ul style="list-style-type: none"><li>• Property developers</li><li>• Owners of residential and commercial properties, hotel and cultural tourism complex</li><li>• Consumers</li></ul>
CCRE Group	<ul style="list-style-type: none"><li>• Property development</li><li>• Property leasing</li><li>• Hotel operations (as hotel owner that engages hotel operators and other service providers to manage and operate the hotels on its behalf)</li></ul>	<ul style="list-style-type: none"><li>• Property owners</li><li>• Commercial tenants</li><li>• Hotel guests</li></ul>

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

	Principal businesses	Target customers
	<ul style="list-style-type: none"> <li>Project management services during the construction stage of property development projects, which consist of property development solutions covering initial planning, design, technical consultation, supervision and inspection services.</li> </ul>	<ul style="list-style-type: none"> <li>Property investors and developers</li> </ul>
DIT Group	<ul style="list-style-type: none"> <li>Research and development, design, manufacture and sales of assembled building prefabricated units</li> <li>Granting of licenses</li> <li>Property investment</li> </ul>	<ul style="list-style-type: none"> <li>Construction companies</li> </ul>

Aside from the CCRE Group and the DIT Group, Mr. Wu is also interested in a number of companies (including associates of CCRE) (the “**Other Excluded Companies**”), which are primarily engaged in similar businesses as the CCRE Group (such as property development and provision of project management services during the construction, sales and pre-delivery stages of property development projects).

Given the clear difference between the principal businesses or target customers of our Group, the CCRE Group, the DIT Group and the Other Excluded Companies, our Directors are of the view that there is clear delineation between their businesses and that there is no competition between the business of our Group with that of the CCRE Group, the DIT Group or the Excluded Companies.

As at the Latest Practicable Date, none of our Controlling Shareholders, our Directors and their respective close associates had any business which competes or is likely to compete, either directly or indirectly with our Company’s business which would require disclosure under Rule 8.10 of the Listing Rules.

### INDEPENDENCE FROM OUR CONTROLLING SHAREHOLDERS

We believe that we are capable of carrying on our business independently of our Controlling Shareholders and their close associates after the Listing for the following reasons:

#### Management Independence

We have a Board and senior management team that function independently of our Controlling Shareholders and their close associates (including the CCRE Group and the DIT Group). Save as set out in the below table, our Directors and senior management do not hold any directorship or supervisory or other senior management role in CCRE (or its material subsidiaries) or the DIT Group:

Name of Director	Position(s) held in our Company	Position(s) held in CCRE (or its material subsidiaries)	Position(s) held in the DIT Group
Mr. Wang Jun	Executive Director, chief executive officer and chairman of our Board	Executive director of CCRE	Non-executive director of DIT
Ms. Min Huidong	Non-executive Director	Director and general manager of a subsidiary	None
Ms. Wu Lam Li	Non-executive Director	General manager of a subsidiary	None

---

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

---

Our board of Directors consists of seven Directors. Other than Mr. Wang Jun, Ms. Min Huidong and Ms. Wu Lam Li, none of our Directors hold any directorship or senior management role in CCRE (or its material subsidiaries) or the DIT Group. Since Ms. Min Huidong and Ms. Wu Lam Li are our non-executive Directors, they will not be involved in the day-to-day management or affairs and operations of our businesses, and in any event they hold a role in only one material subsidiary of CCRE. Although Mr. Wang Jun is a non-executive director of DIT and an executive director of both our Company and CCRE, he has historically devoted, and will continue upon Listing to devote, sufficient time and capacity for the affairs of our Group. Further, when performing his duties as an executive Director, he will be supported by a separate and independent senior management team.

We have three independent non-executive Directors, which satisfies the ratio required under the Listing Rules. Upon Listing, there will be a sufficiently robust and independent voice within our Board to counter balance any situation involving conflict of interest and protect the interests of our independent Shareholders.

The senior management team of our Group comprises Mr. Ma Nan, Mr. Zhang Hu, Mr. Zhang Shoukai, Mr. Zhang Penghua, Mr. Wang Weiqing, Mr. Wang Changran, Ms. Fan Junping, Mr. Zhang Lihui, Ms. Nie Yingfeng, Mr. Wei Dingchuan, Mr. Liu Hui and Mr. Li Zhengyi. Some of whom have served our Group for many years with over 20 years of experience in the property management industry. None of the members of the senior management team hold any directorship or senior management role in CCRE (or its material subsidiaries) or the DIT Group. Therefore, there will be sufficient non-overlapping Directors and senior management who are independent and have relevant experience to enable the proper functioning of our Board upon Listing.

Our Directors, including the independent non-executive Directors, are of the view that our Board is able to manage our business independently from our Controlling Shareholders, the CCRE Group and the DIT Group for the following reasons:

- each Director is aware of his/her fiduciary duties as Director which require, among other things, that he/she acts for the benefits and in the best interests of our Company and Shareholders as a whole and does not allow any conflict between his/her duties as Directors and his/her other interests.
- Mr. Wang Jun has confirmed that he will continue to devote sufficient time and attention to the affairs of our Group. As non-executive Directors, Ms. Min Huidong and Ms. Wu Lam Li will focus on strategic development of our Group and will not be involved in day-to-day management.
- Mr. Cai Bin, our other executive Director, does not hold directorship or senior management in other business ventures of our Controlling Shareholders and their close associates. He will devote full-time capacity to the affairs of our Group.
- we have 3 independent non-executive Directors out of seven Directors in satisfaction of the ratio required under the Listing Rules. They have extensive experience in different areas and have been appointed in accordance with the requirements under the Listing Rules to ensure that the decisions of our Board are made only after due consideration of independent and impartial opinions.
- pursuant to our Articles, a Director who is to his/her knowledge is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or arrangement with our Company, shall declare the nature of his/her interest in the meeting

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

of our Board at which the question of entering into the contract or arrangement is first taken into consideration, if he/she knows his/her interest then exists, or in any other case, at the first meeting of our Board after he/she knows that he/she is or has become so interested. Our Articles do not require such a Director who is so interested not to attend any meeting of our Board. However, a Director shall not be entitled to vote (nor be counted in the quorum) on a resolution of our Directors in respect of any board resolution approving any contract or arrangement or any proposal in which he or any of his/her close associates is materially interested unless expressly permitted by our Articles. See “Appendix III—Summary of the Constitution of the Company and Cayman Islands Company Law”.

- whether a Director is conflicted on any matter depends on the particular circumstances of the matter under consideration. The fact that a Director also has directorship in other companies does not create a conflict of interest unless the matter under consideration involves his/her personal interests or those of the other companies as well as our Group,
- our Directors will ensure that matters involving a conflict of interest which may arise from time to time will be managed in line with accepted corporate governance practice so as to ensure that the best interests of our Company and Shareholders taken as a whole are preserved,
- following the Listing, our Directors are required to comply with the Listing Rules. This includes review of connected transactions by our independent non-executive Directors and where appropriate, independent financial advice and independent Shareholders’ approval will be required, and
- in order to allow the non-conflicting members of our Board to function properly with the necessary professional advice, we will engage a third-party professional adviser to advise our Board when necessary, depending on the nature and significance of any proposed transactions to be entered into between us and our Directors or their respective close associates.

### Mutual and Complementary Relationship with the CCRE Group

Our Group has a long-standing and well-established business relationship with the CCRE Group. As a property developer, the CCRE Group requires our property management services for its business development and daily operations. We started to provide property management services to the CCRE Group since 1999 upon the establishment of Central China Property Management, our major operating subsidiary. Over the years, the types of services which we provide to the CCRE Group grew together with the business of the CCRE Group. The following table sets forth a breakdown of our revenue generated from the CCRE Group and its associates or joint ventures and other customers which are Independent Third Parties for the periods indicated:

	Year ended December 31,					
	2017		2018		2019	
	RMB'000	%	RMB'000	%	RMB'000	%
The CCRE Group and its associates or joint ventures	80,685	17.5	135,252	19.5	746,458	42.5
Independent Third Parties	375,911	81.6	554,444	79.9	1,007,944	57.5
One Family Network <sup>(Note 1)</sup>	3,936	0.9	4,292	0.6	—	—
<b>Total revenue</b>	<b>460,532</b>	<b>100.0</b>	<b>693,988</b>	<b>100.0</b>	<b>1,754,402</b>	<b>100.0</b>

---

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

---

Note 1: One Family Network was owned as to 70% by Songyun Network and 30% by Central China Property Management prior to acquisition by Central China New Life on December 25, 2018. Since completion of such acquisition, One Family Network has been our wholly-owned subsidiary.

The increase in percentage of revenue generated from the CCRE Group and its associates or joint ventures was due to expansion of our collaboration with the CCRE Group to the provision of lifestyle services and commercial property management and consultation services, in addition to property management and value-added services which we have been providing to the CCRE Group since commencement of our business. During the Track Record Period and as of the Latest Practicable Date, the services provided by us to the CCRE Group include: (i) property consultation and management services; (ii) real estate agency services; (iii) intelligent technology services; (iv) commercial property management services; (v) green house management services; (vi) membership maintenance and management services; and (vii) tourism services. Please refer to the section headed “Connected Transactions” in this prospectus for further details of the connected transactions entered into between our Group and the CCRE Group during the Track Record Period.

Although our revenue generated from property management services in relation to properties developed by the CCRE Group and its associates or joint ventures represented over 79% of our revenue in that segment during the Track Record Period, the majority of our revenue was derived from property owners of individual property units. Please refer to the section headed section headed “Business—Property Management and value-added services—GFA under management” in this prospectus. Such cooperation relationship between our Group and the CCRE Group is common among the PRC property management companies and their controlling shareholders’ property development companies, according to CIA.

Given the long history of business relationship, we have developed a well-established mutual understanding in our business collaborations with the CCRE Group. Benefiting from such long standing relationship, we are able to provide customized services to the CCRE Group to meet their specific needs and our management is familiar with the standards and requirements of the CCRE Group. As such, we consider such close business relationship between our Group and the CCRE Group to be mutual and complementary. Therefore, despite the vast choices of similar service providers in the market, we believe it might not be in the best interest of the CCRE Group to select and engage another new service provider considering the amount of time required for such new service provider to gain an in-depth understanding of the business of the CCRE Group in order to provide equally satisfying services that are comparable to ours. We believe there is a certain degree of mutuality and complementarity of ongoing business between the CCRE Group and our Group. We have in the past on numerous occasions successfully renewed our various service agreements with CCRE (which currently generally have a term of 3 years) and expect to continue to be able to do so. During the Track Record Period, the vast majority of our property management agreements with the CCRE Group did not have a fixed term and therefore did not need to be renewed, while for those that had a fixed term, the renewal rate for any relevant agreement that needed to be renewed was over 80% on average.

Going forward, the Group intends to continue to maintain its cooperation with the CCRE Group. We believe we will continue to be able to do so in light of our long and mutually beneficial relationship as described above. As of December 31, 2019, based on our discussion with the CCRE Group, the CCRE Group and its associates or joint ventures had 152 property projects in the pipeline, out of which we have secured 135 property projects as of the Latest Practicable Date. Going forward, we aim to continue to obtain property projects for the remaining and any new properties in the pipeline

---

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

---

of CCRE Group and its associates or joint ventures through direct negotiation or tender bids so long as we are invited to do so and to such extent required by applicable laws and regulations. For further details of the number of contracts obtained through the above means, please refer to the section headed “Business—Property Management and Value-added Services—Property Management” in this prospectus. According to the PRC Legal Advisers, the PRC laws and regulations impose standard public tender procedures on engagement of property management companies, in case where there are less than three bidders or for small-scale properties, the developer can hire a property management company directly by signing an agreement with the approval of the real estate administrative department of the local government of the place where the property is located. For further details, please refer to the section headed “Regulatory Overview—Legal Supervision over Property Management Services—Appointment of Property Management Companies” in this prospectus.

During the Track Record Period, we were invited to submit tenders or enter into negotiation for property management contracts for all the properties developed by the CCRE Group but not for all the properties developed by the associates and joint ventures of the CCRE Group because, to our Directors’ best knowledge and belief, such associates or joint ventures elected to consider and appoint other property management companies, having taking into account, among others, our competitors’ and our proposed service terms and prior business relationship with such associate or joint venture. For the years ended December 31, 2017, 2018 and 2019, we submitted a total of 12, 42 and 57 tender bids for properties developed by the CCRE Group and its associates or joint ventures, respectively, and our success rate for these bids was 100.0%. During the Track Record Period, we managed: (1) all of the properties developed by the CCRE Group; and (2) 97.8%, 92.1% and 96.8% of the properties developed by the CCRE Group and its associates or joint ventures. Due to the reasons mentioned above, we did not manage all the properties developed by the associates or joint ventures of the CCRE Group. For further details of the tender process, tender success rates and our contracted GFA with the CCRE Group and its associates or joint ventures, please refer to the section headed “Business—Property Management and Value-added Services—Property Management” in this prospectus.

We have also entered into a strategic cooperation framework agreement with CCRE, pursuant to which CCRE will endeavor to engage us to manage 12 cultural tourism complexes, 12 Cuisine Henan Foodcourts (建業大食堂), 19 shopping malls and six hotels, which are in the pipeline of the CCRE Group and its associate or joint ventures. Such projects, if materialized, are expected to increase our revenue in lifestyle services and commercial property management and consultation services. We have also entered into various continuing connected transactions with the CCRE Group, which are summarized in the section headed “Connected Transactions” in this prospectus. Furthermore, CCRE has also granted us (i) a royalty-free perpetual license to use certain trademarks of the CCRE Group registered in the PRC and Hong Kong for our business operations and investment activities; and (ii) the right to use their online payment platform operated through prepayment cards called Jianye Tongbao (建業通寶) for operations of our Jianye + (建業+) platform.

Nevertheless, while we expect our transaction amounts with the CCRE Group will increase, we expect the percentage of total revenue to be generated from properties developed by the CCRE Group will decrease going forward due to the following reasons:

- ***The expected dilution of revenue generated from the CCRE Group in light of strategic investments, cooperation and acquisition:*** We intend to allocate approximately RMB1,071.0 million or 60% of our net proceeds from the Global Offering on strategic investments, cooperation and acquisition to further expand the business scale and property portfolio of our property management business and value-added services. The targets of acquisition include (i) property management services providers with good reputation,



---

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

---

established scale and healthy financial performance; (ii) property management services providers which will expand our property portfolio; and (iii) other companies that can bring synergies to our business, in particular our value-added services. Please refer to the section headed “Future Plans and Use of Proceeds” for further details. All such target companies would broaden our customer base and result in dilution of revenue to be generated from the CCRE Group.

- ***The expected increase in third-party owned properties in our portfolio under management:*** During the Track Record Period, a significant portion of the properties we managed under our property management segment was developed by the CCRE Group. However, we have made continuous efforts to expand our customer base to include more third-party property developers, with a view to building additional revenue sources and diversifying our property management portfolio. As of December 31, 2017, 2018 and 2019, properties developed by the CCRE Group and its associates or joint ventures accounted for approximately 90.9%, 83.7% and 68.9%, respectively, of our total GFA under management. For the years ended December 31, 2017, 2018 and 2019, properties developed by the CCRE Group and its associates or joint ventures accounted for 94.1%, 91.3% and 79.8%, respectively, of our revenue from property management services. Our Directors consider the above decreasing trend will continue going forward given our continuous efforts to procure projects from third-party property developers.

### Operational Independence

We have full rights, hold and enjoy the benefit of all relevant regulatory licenses, have sufficient capital and employees necessary to make all decisions on, and to carry out, our own business operation independent from our Controlling Shareholders and their respective associates and will continue to do so after the Listing.

Though most of the projects we managed were developed by the CCRE Group and its associates or joint ventures, which is in line with the industry norm, we secured the preliminary property management service engagements at the pre-delivery stage through a standard bidding process to such extent required by applicable PRC laws and regulations. According to the PRC Legal Advisers, in accordance with the Regulations on Property Management (2018 revision) and the Regulations on Property Management and the Interim Measures for Tender and Bidding Management of Preliminary Property Management (《前期物業管理招標投標管理暫行辦法》) issued by the Ministry of Construction on June 26, 2003 and came into effect on September 1, 2003, developer of residential buildings and non-residential buildings in the same property management area shall engage property management enterprises by inviting bid, in case where there are less than three bidders or for small-scale properties, the developer can hire property management companies by signing an agreement with the approval of the real estate administrative department of the local government of the place where the property is located.

At the post-delivery stage, the property management services are provided by our Group directly to the property owners, and the property owners, through the property owners’ general meeting, have the right to engage (or dismiss) the property management services provider. According to the Regulations on Property Management (2018 revision) (物業管理條例(2018年修正)), a general meeting of the property owners of a community can engage or dismiss the property management companies with affirmative votes of owners who own more than half of the GFA floor area of the community and who account for more than half of the total number of the property owners. Property

---

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

---

owners' association, on behalf of the general meeting, can sign property management contract with property management companies engaged at the general meeting. If the property management contract signed by the property owners' association and the property management company comes into force within the term of preliminary property management, the preliminary property management contract automatically terminates. Property developers of residential buildings shall enter into preliminary management contracts with property management enterprises through tender process. The CCRE Group does not have any decisive influence over the engagement (or dismissal) of the property management services provider by the property owners. During the process, the property owners are entitled to conduct their own evaluation procedures in engaging (or dismissing) the property management services provider.

Although we have entered into certain continuing connected transactions with the CCRE Group, which will continue after the Listing, including, transactions in respect of trademark licensing, online payment platform services, property management and consultation services and other types of services that the CCRE Group will require from us in the ordinary course of business, such transactions have been entered into and will continue to be entered into on normal commercial terms based on arm's length negotiations. The details of the connected transactions that will continue after the Listing are set out in the section headed "Connected Transactions" in this prospectus.

### Financial Independence

As of the Latest Practicable Date, we did not have any share pledges or guarantees provided by our Controlling Shareholders and their respective associates on our borrowing. In addition, we have our own internal control and accounting systems, accounting department, independent treasury function for cash receipts and payment and independent access to third-party financing.

Accordingly, we believe we are able to maintain financial independence from our Controlling Shareholders and their respective associates.

### CORPORATE GOVERNANCE MEASURES

Our Directors believe that there are adequate corporate governance measures in place to manage existing and potential conflicts of interest. In order to further avoid potential conflicts of interest, we have implemented the following measures:

- (a) as part of our preparation for the Global Offering, we have amended our Articles of Association to comply with the Listing Rules. In particular, our Articles of Association provided that, unless otherwise provided, a Director shall not vote on any resolution approving any contract or arrangement or any other proposal in which such Director or any of his associates have a material interest nor shall such Director be counted in the quorum present at the meeting;
- (b) a Director with material interests shall make full disclosure in respect of matters that may have conflict or potentially conflict with any of our interest and abstain from the board meetings on matters in which such Director or his associates have a material interest, unless the attendance or participation of such Director at such meeting of the Board is specifically requested by a majority of the independent non-executive Directors;
- (c) we are committed that our Board should include a balanced composition of executive Directors, non-executive Directors and independent non-executive Directors. We have



---

## RELATIONSHIP WITH CONTROLLING SHAREHOLDERS

---

appointed independent non-executive Directors and we believe our independent non-executive Directors possess sufficient experience and they are free of any business or other relationship which could interfere in any material manner with the exercise of their independent judgement and will be able to provide an impartial, external opinion to protect the interests of our public Shareholders. Details of our independent non-executive Directors are set out in the section entitled “Directors and Senior Management—Board of Directors—Independent non-executive Directors” in this prospectus;

- (d) we have appointed Ballas Capital Limited as our compliance advisor, which will provide advice and guidance to us in respect of compliance with the applicable laws and the Listing Rules including various requirements relating to Directors’ duties and corporate governance; and
- (e) as required by the Listing Rules, our independent non-executive Directors shall review any connected transactions annually and confirm in our annual report that such transactions have been entered into in our ordinary and usual course of business, are either on normal commercial terms or on terms no less favorable to us than those available to or from independent third parties and on terms that are fair and reasonable and in the interests of our Shareholders as a whole.