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

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **China MeiDong Auto Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**China MeiDong Auto Holdings Limited**

**中國美東汽車控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1268)**

**PROPOSALS INVOLVING GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
DECLARATION OF DIVIDEND AND  
CLOSURE OF REGISTER OF MEMBERS,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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The notice convening an annual general meeting of China MeiDong Auto Holdings Limited to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 17 May 2019 at 11:30 a.m. is set out on pages 17 to 21 of this circular. Whether or not you are able to attend the annual general meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22 Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the annual general meeting (or any adjournment thereof (on or before 14 May 2019)). Such form of proxy is also published on The Stock Exchange of Hong Kong Limited's HKExnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.meidongauto.com](http://www.meidongauto.com). Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting (or any adjournment thereof) should you so wish.

12 April 2019

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	4
<b>Appendix I — Explanatory Statement for the Repurchase Mandate</b> .....	10
<b>Appendix II — Biographical Details of Retiring Directors Proposed to be Re-elected at the Annual General Meeting</b> .....	14
<b>Notice of Annual General Meeting</b> .....	17
<b>Accompanying Document — Form of Proxy</b>	

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 17 May 2019 at 11:30 a.m., or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 17 to 21 of this circular
“Articles of Association”	the articles of association of the Company, as may be amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	China MeiDong Auto Holdings Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands, shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Dividend”	the final dividend proposed to be paid out of the share premium account under reserves of the Company of RMB0.0849 per Share for the year ended 31 December 2018
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC

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## DEFINITIONS

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“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and/or deal with Shares during the period as set out in the Ordinary Resolution No. 4 in the notice of the AGM up to a maximum of 20% of the number of the issued Shares as at the date of passing of such resolution
“Latest Practicable Date”	8 April 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum”	the memorandum of association of the Company, as may be amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, Macau and Taiwan, unless otherwise specified
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares on the Stock Exchange during the period as set out in the Ordinary Resolution No. 5 in the notice of the AGM up to a maximum of 10% of the number of the issued Shares as at the date of passing of such resolution
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time

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## DEFINITIONS

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“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time
“Ye Family Trust”	The Ye Family Trust 2012, a trust set up pursuant to a trust deed dated 27 July 2012 where Mr. YE Fan is the settlor, and Mr. YE Fan, Mr. YE Tao and certain of their respective family members are beneficiaries
“%”	per cent

*In this circular, the terms “close associate(s)”, “core connected person(s)”, “controlling shareholder(s)”, “subsidiary/subsidiaries” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.*

*For the purpose of illustration only, amounts denominated in RMB in this circular have been translated into HK\$ at the rate of RMB0.856 = HK\$1. Such translations should not be construed as a representation that the amounts in question have been, could have been or could be converted at any particular rate or at all.*

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LETTER FROM THE BOARD

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**China MeiDong Auto Holdings Limited**

**中國美東汽車控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1268)**

***Executive Directors:***

Mr. YE Fan (*Chairman*)

Mr. YE Tao (*Chief Executive Officer*)

Ms. LUO Liuyu

***Independent Non-executive Directors:***

Mr. WANG, Michael Chou

Mr. JIP Ki Chi

Mr. CHEN Guiyi

***Registered office:***

Cricket Square

Hutchins Drive, PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

***Principal Place of Business  
in Hong Kong:***

Room 2404, 24th Floor

World-Wide House

19 Des Voeux Road Central

Central

Hong Kong

12 April 2019

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES,  
DECLARATION OF DIVIDEND AND  
CLOSURE OF REGISTER OF MEMBERS,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information regarding the proposed resolutions to be put forward at the AGM: (1) granting of the Issue Mandate and the Repurchase Mandate to the Directors; (2) declaration of dividend; and (3) re-election of retiring Directors; and to give notice of the AGM at which the resolutions will be proposed to consider, and if thought fit, approve at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO REPURCHASE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to repurchase Shares pursuant to the Listing Rules, approval is to be sought from the Shareholders for the Issue Mandate. At the AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate, details of which are set out in Ordinary Resolution No. 5 in the notice of the AGM. The Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

The Repurchase Mandate, if approved, will continue in force until the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

The Company has no intention of exercising the Repurchase Mandate at the moment.

An explanatory statement in compliance with the Listing Rules, giving all the necessary information regarding the proposed Repurchase Mandate, is set out in Appendix I hereto. The information in the explanatory statement is provided you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution to grant to the Directors of the Repurchase Mandate.

### GENERAL MANDATE TO ISSUE SHARES

In addition, two ordinary resolutions, namely the Issue Mandate and an extension of the Issue Mandate by an additional number of Shares repurchased under the Repurchase Mandate, will be proposed at the AGM to grant to the Directors (i) a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution in relation to the Issue Mandate; and (ii) an extension to such general mandate so granted to the Directors by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate subject to the passing of the resolution in relation to the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,153,543,614 Shares. Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased, nor divided or consolidated, after the Latest Practicable Date and up to the AGM, the Company will be allowed to issue a maximum of 230,708,722 Shares.

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## LETTER FROM THE BOARD

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Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in the notice of the AGM. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

The Issue Mandate will continue in force from the passing of the said resolution until whichever the following first occurs: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

### **DECLARATION OF DIVIDEND AND CLOSURE OF REGISTER OF MEMBERS**

As mentioned in the results announcement of the Company dated 25 March 2019, the Board recommends the payment of the Dividend out of the share premium account under reserves of the Company of RMB0.0849 (approximately equivalent to HK\$0.0992) per Share in respect of the year ended 31 December 2018 to the Shareholders whose names appeared on the register of members of the Company on 28 June 2019, totaling not less than RMB97,936,000 (approximately equivalent to HK\$114,431,698), subject to the approval of the Shareholders at the AGM and the Companies Law.

Under Section 34(2) of the Companies Law, the share premium account may be applied by the company paying dividends to shareholders provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to the Dividend, the Company meets the solvency test as laid down under the Companies Law and shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the Dividend is proposed to be paid.

### **CLOSURE OF REGISTER OF MEMBERS**

The register of members of the Company will be closed for the following periods:

- (1) from 14 May 2019 to 17 May 2019, both days inclusive, during which period no transfer of Shares will be effected for the purpose of ascertaining the Shareholders entitled to attend and vote at the AGM; and



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## LETTER FROM THE BOARD

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- (2) from 24 June 2019 to 28 June 2019, both days inclusive, during which period no transfer of shares will be effected for the purpose of ascertaining the Shareholders entitled to the Dividend to be approved at the AGM. The last day for dealing in Shares on a cum-entitlement basis will be 19 June 2019.

All completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 10 May 2019 and 21 June 2019 respectively.

### **RE-ELECTION OF RETIRING DIRECTORS**

Pursuant to Article 105 of the Articles of Association, at each annual general meeting, one-third of the Directors, who have been longest in office since their last election, for the time being shall retire from office by rotation such that each Director will be subject to retirement by rotation at least once every three years at annual general meetings. Accordingly, Mr. YE Fan and Mr. JIP Ki Chi shall retire from office by rotation at the AGM and both of them, being eligible, would offer themselves for re-election at the AGM.

Pursuant to Articles 109 the Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an additional Director but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the shareholders in general meeting. Any Director so appointed shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting but shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at such meeting. Accordingly, Ms. LUO Liuyu, who is an executive Director appointed on 25 March 2019, shall hold office until the AGM and be subject to re-election at the AGM.

Brief biographical details of the above-mentioned Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

### **ANNUAL GENERAL MEETING**

A notice convening the AGM, which contains, inter alia, the ordinary resolutions in relation to granting the Directors the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate and approving the re-election of the retiring Directors, is set out in the notice of the AGM on pages 17 to 21 of this circular.

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## LETTER FROM THE BOARD

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### **ACTION TO BE TAKEN**

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the Stock Exchange's HKExnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.meidongauto.com](http://www.meidongauto.com). Whether or not you are able to attend the AGM in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (on or before 14 May 2019). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) if you so wish.

### **VOTING BY POLL**

According to rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. Therefore, the chairman of the AGM shall demand a poll for each and every resolution put forward at the AGM pursuant to Article 72 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative shall have one vote for every fully paid Share of which it is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

The Company will appoint scrutineers to handle vote-taking procedures at the AGM. The results of the poll will be published on the Stock Exchange's HKExnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's websites at [www.meidongauto.com](http://www.meidongauto.com) on the business day following the AGM.

### **RECOMMENDATION**

The Directors (including the independent non-executive Directors) are of the opinion that the proposed resolutions referred to in this circular are in the best interests of the Company, the Group and the Shareholders taken as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

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## LETTER FROM THE BOARD

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### GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement for the Repurchase Mandate) and Appendix II (Biographical Details of Retiring Directors Proposed to be Re-elected at the Annual General Meeting) to this circular.

Yours faithfully,  
By Order of the Board  
**YE Fan**  
*Chairman*

**1. LISTING RULES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully paid own shares on the Stock Exchange subject to certain restrictions. This Appendix serves as an explanatory statement given to all the Shareholders, as required by the Listing Rules, to provide requisite information of the proposed Repurchase Mandate.

**2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders taken as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

**3. SHARE CAPITAL**

As at the Latest Practicable Date, the issued Share capital of the Company comprised 1,153,543,614 Shares.

Subject to the passing of Ordinary Resolution No. 5 in the Notice of the AGM and on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 230,708,722 Shares during the period from the date of passing of Ordinary Resolution No. 5 set out in the Notice of the AGM up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

**4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles of Association to repurchase its Shares. Under Cayman Islands law, the capital portion payable on a repurchase by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the Companies Law and the Articles of Association, out of capital and, in the case of any premium

payable on a repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the Companies Law and the Articles of Association, out of capital.

## **5. GENERAL**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2018) in the event that the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## **6. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate only in accordance with the Listing Rules, the Memorandum and the Articles of Association and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), has any present intention, in the event that the Repurchase Mandate is approved by the Shareholders, to sell Shares to the Company or its subsidiaries.

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## **7. TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending on the level of the increase of the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Apex Sail Limited directly held 754,400,000 Shares, representing approximately 65.55% of the issued share capital of the Company. Apex Sail Limited is a wholly-owned subsidiary of Apex Holdings Enterprises Limited, whose entire issued share capital is held by Fiducia Suisse SA, the trustee of the Ye Family Trust where Mr. YE Fan is the settlor, and Mr. YE Fan and Mr. YE Tao and some of their respective family members are discretionary objects. Mr. YE Fan, Apex Holdings Enterprises Limited (being a trust asset of the Ye Family Trust) and Apex Sail Limited are deemed as the controlling Shareholders (as defined in the Listing Rules) of the Company and each of them was deemed to be interested in 754,400,000 Shares as at the Latest Practicable Date.

In the event that the Directors exercise the proposed Repurchase Mandate in full, the beneficial interest of Apex Sail Limited will be increased to approximately 72.66% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in the number of Shares held by the public being reduced to less than 25% of the total issued Shares nor to an extent as would result in an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

#### **8. SHARE REPURCHASE MADE BY THE COMPANY**

Neither our Company nor any of its subsidiaries has purchased, sold or redeemed any of our Company's listed securities during the six months preceding the Latest Practicable Date.

**9. SHARE PRICES**

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
<b>2018</b>		
April	3.76	3.00
May	4.00	3.38
June	4.39	2.85
July	3.69	2.69
August	3.87	2.45
September	3.85	3.11
October	3.76	2.87
November	3.27	2.81
December	3.20	2.68
<b>2019</b>		
January	3.06	2.59
February	3.56	2.93
March	4.00	3.21
April (up to the Latest Practicable Date)	4.60	3.71

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**APPENDIX II            BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS  
PROPOSED TO BE RE-ELECTED  
AT THE ANNUAL GENERAL MEETING**

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*Pursuant to the Listing Rules, the particulars of the Directors who will retire and are proposed to be re-elected at the AGM according to the Articles of Association are set out as follows:*

**Mr. YE Fan (Executive Director)**

Mr. YE Fan, aged 47, is the founder of the Group. He is the younger brother of Mr. YE Tao, and is the Chairman and an executive Director of the Company. He is primarily responsible for supervising the operations of the Group, planning its business and marketing strategies and overseeing the external relationship with banks, government and other business partners. Mr. YE Fan was awarded a Bachelor degree in Inorganic Non-metallic Materials (無機非金屬材料) from South China University of Technology (華南理工大學) in July 1993. He is a non-permanent Hong Kong resident.

Pursuant to an appointment letter signed between Mr. YE Fan and the Company, Mr. YE Fan's appointment is without any specific length or proposed length of service and continues thereafter until terminated by either party giving not less than three months' notice in writing to the other party. Mr. YE Fan is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. YE Fan is entitled to emoluments of RMB600,000 per annum, which is determined by the Board and review by the remuneration committee of the Board from time to time with reference to his duties and responsibilities and the performance and profitability of the Company. Mr. YE Fan received total emoluments of RMB600,000 for the year ended 31 December 2018.

As at the Latest Practicable Date, save as disclosed above, Mr. YE Fan does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company. Mr. YE Fan has a deemed interest in 754,400,000 Shares representing approximately 65.55% of the issued capital of the Company.

Save as disclosed above, Mr. YE Fan does not have any interest in Shares within the meaning of Part XV of the SFO. Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rule 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.



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**APPENDIX II            BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS  
PROPOSED TO BE RE-ELECTED  
AT THE ANNUAL GENERAL MEETING**

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**Mr. JIP Ki Chi (Independent Non-Executive Director)**

Mr. JIP Ki Chi, aged 49, was appointed as an independent non-executive Director with effect from November 2013. Mr. Jip is currently an independent non-executive director of Hebei Yichen Industrial Group Corporation Limited (stock code: 1596), whose shares are listed on the Main Board of the Stock Exchange. Mr. Jip is currently the chief financial officer and company secretary of Sage International Group Limited (Stock code: 8082.HK). Mr. Jip was awarded a Bachelor degree of Business in Accountancy from Queensland University of Technology, Australia in 1994, and a Master degree in Business Administration from the University of Adelaide, Australia in 2008. Mr. Jip is a Certified Public Accountant of CPA Australia (CPA (Aust.)). He obtained his qualification as a fellow member of Hong Kong Institute of Certified Public Accountants in 2007. Mr. Jip has a wealth of experience in accounting, finance, management and company secretarial field. He was the chief financial officer and company secretary of Inventronics Holdings Limited and Zhong Da Mining Limited, the financial controller and company secretary of Hao Tian Resources Group Limited (Stock code 474.HK), and the financial controller of Wah Shing Group.

Mr. Jip has entered into a service agreement with the Company for a fixed term of three years with effect from 15 November 2013 which shall continue thereafter unless and until terminated by either party giving the other not less than three months' notice in writing. Mr. Jip is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Mr. Jip is entitled to emoluments of HK\$166,560 per annum, which is determined by the Board and review by the remuneration committee of the Board from time to time with reference to his duties and responsibilities and the performance and profitability of the Company. Mr. Jip received total emoluments of HK\$166,560 for the year ended 31 December 2018.

As at the Latest Practicable Date, save as disclosed above, Mr. JIP does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company, and he does not have any interest in the shares of the Company within the meaning of Part XV of the SFO. Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rule 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

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**APPENDIX II            BIOGRAPHICAL DETAILS OF RETIRING DIRECTORS  
PROPOSED TO BE RE-ELECTED  
AT THE ANNUAL GENERAL MEETING**

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**Ms. LUO Liuyu (Executive Director)**

Ms. LUO Liuyu, aged 35, has been the vice president of human resources and administration unit of the Group's company, Dongguan Meixin Business Consulting Co., Ltd, primarily responsible for the overall human resources management and planning of the Group, including recruitment, job allocation, training, formulating remuneration and fringe benefit policies, etc. Ms. Luo joined the Group as a finance supervisor in September 2007 and was then in charge of the management of the finance department, including fund and assets management, internal auditing, costs control management and financial statements preparation. Before Ms. Luo joined the Group, she worked for Dongguan Zhicheng Trading Company Limited as accounting supervisor, taking charge of the daily operations of finance department and other accounting functions. Ms. Luo completed a three-year professional study programme in Finance in Dongguan University of Technology in 2007 and a financial management degree from Peking University in 2015.

Pursuant to an appointment letter signed between Ms. LUO Liuyu and the Company, Ms. LUO Liuyu's appointment is without any specific length or proposed length of services which continues until terminated by either party giving not less than three months' notice in writing to the other party. Ms. LUO Liuyu is subject to retirement by rotation and re-election at the AGM in accordance with the Articles of Association. Ms. LUO Liuyu is entitled to emoluments of RMB720,000 per annum, which is determined by the Board and reviewed by the remuneration committee of the Board from time to time with reference to his duties and responsibilities and the performance and profitability of the Company.

As at the Latest Practicable Date, save as disclosed above, Ms. LUO Liuyu does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company and does not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rule 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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### China MeiDong Auto Holdings Limited

### 中國美東汽車控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1268)**

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting (the “**Annual General Meeting**”) of **CHINA MEIDONG AUTO HOLDINGS LIMITED** (the “**Company**”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on 17 May 2019 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with and without amendments, the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. to receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the independent auditor of the Company for the year ended 31 December 2018;
2. (1) to approve and re-elect the following as Directors, each as a separate resolution:
  - (a) Mr. YE Fan as an executive Director;
  - (b) Mr. JIP Ki Chi as an independent non-executive Director; and
  - (c) Ms. LUO Liuyu as an executive Director.(2) to authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
3. to re-appoint KPMG as the auditor of the Company and to authorize the Board to fix the remuneration of the auditor of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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4. to consider and, if thought fit, to pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to sub-paragraph (c) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares or securities convertible into shares, or options, warrants or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined below);
- (c) the aggregate number of shares issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) an issue of shares upon the exercise of any rights of subscription or conversion under the terms of any securities, warrants or options issued by the Company which carry the right to subscribe for or are convertible into shares of the Company, or (iii) an issue of shares of the Company upon the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants of shares or rights to acquire shares of the Company, or (iv) an issue of shares as scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum and articles of association of the Company from time to time, shall not exceed 20% of the aggregate number of the issued shares of the Company as at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the issued shares of the Company into a larger or smaller number of shares after the passing of the relevant resolution), and the said approval shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of, any recognized regulatory body or any stock exchange in any territory outside the Hong Kong Special Administrative Region of the People’s Republic of China).”

5. to consider and, if thought fit, to pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to sub-paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the securities of the Company may be listed and recognized for this purpose by The Securities and Futures Commission of Hong Kong and the Stock Exchange (the “**Recognized Stock Exchange**”), subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other Recognized Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the aggregate number of the shares of the Company which may be repurchased by the Company pursuant to the approval in sub-paragraph (a) of this Resolution, shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the issued shares of the Company into a larger or smaller number of shares after the passing of the relevant resolution) and the said approval shall be limited accordingly; and
  
- (c) for the purposes of this Resolution:

“**Relevant Period**” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
  
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any other applicable law to be held; and
  
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

- 6. to consider and, if thought fit, to pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the Resolutions Nos. 4 and 5 set out in the notice convening this Annual General Meeting being passed, the aggregate number of the issued shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in the Resolution No. 5 above (up to a maximum of 10% of the aggregate number of the issued shares of the Company as stated in Resolution No. 5 above) shall be added to the aggregate number of shares may be issued, allotted or otherwise dealt with, or agreed conditionally or unconditionally to be issued, allotted or otherwise dealt with by the Directors pursuant to Resolution No. 4 set out in the notice convening this Annual General Meeting.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. to consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

“**THAT** the payment of a final dividend from the share premium account under reserves of the Company of RMB0.0849 per share in respect of the year ended 31 December 2018 to the shareholders of the Company whose names appeared on the register of members of the Company on 28 June 2019 be and is hereby approved.”

By Order of the Board  
**YE Fan**  
*Chairman*

Hong Kong, 12 April 2019

***Registered office:***

Cricket Square  
Hutchins Drive, PO Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

***Principal Place of Business in Hong Kong:***

Room 2404, 24th Floor,  
World-Wide House  
19 Des Voeux Road Central  
Central  
Hong Kong

***Notes:***

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxies (if holding two or more shares) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the annual general meeting or any adjourned meeting thereof (on or before 14 May 2019). Completion and return of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting or any adjourned meeting thereof should he so wishes and in such event, the form of proxy shall be deemed to be revoked.
4. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.