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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ACTION

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

If you have sold or transferred all your shares in Lianhua Supermarket Holdings Co., Ltd., you should at once hand this circular and the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 00980)**

**(1) ELECTION OF DIRECTORS;  
(2) ELECTION OF SUPERVISORS;  
(3) PROPOSED ANNUAL REMUNERATION OF  
THE INDEPENDENT NON-EXECUTIVE DIRECTORS;  
AND  
(4) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

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A Letter from the Board is set out on pages 3 to 6 of this supplemental circular.

This supplemental circular should be read together with the circular of the Company dated 8 May 2020 (the “Circular”) and the notice and supplemental notice convening the AGM to be held at 10:00 a.m. on Monday, 22 June 2020 at the Conference Room, 13th Floor, Bailian Central Plaza, 1258 Zhen Guang Lu, Shanghai, the PRC. A supplemental form of proxy (the “**Supplemental Proxy Form**”), which shall supersede and replace the Original Proxy Form, is also enclosed with this supplemental circular for use at the AGM. The Original Proxy Form shall be invalid.

Whether or not you are able to attend the AGM, please complete and return the enclosed Supplemental Proxy Form in accordance with the instructions printed thereon as soon as possible and in any event by not less than 24 hours before the time appointed for the holding of the aforementioned meeting or any adjourned meetings. Completion and return of the Supplemental Proxy Form will not preclude you from attending and voting at the aforementioned meeting or any adjournment thereof should you so wish.

4 June 2020

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## CONTENTS

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	<i>Page</i>
<b>Definitions . . . . .</b>	<b>1</b>
<b>Letter from the Board . . . . .</b>	<b>3</b>
<b>Appendix I – Profiles of candidates of Directors. . . . .</b>	<b>7</b>
<b>Appendix II – Profiles of candidates of Supervisors. . . . .</b>	<b>18</b>
<b>Supplemental Notice of Annual General Meeting . . . . .</b>	<b>20</b>

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## DEFINITIONS

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*In this supplemental circular, unless otherwise indicated in the context, the following expressions shall have the meaning set out below:*

“AGM”	the annual general meeting of the Company for the year 2019 to be held at 10:00 a.m. on Monday, 22 June 2020 at the Conference Room, 13th Floor, Bailian Central Plaza, 1258 Zhen Guang Lu, Shanghai, the PRC
“Bailian Group”	Bailian Group Co., Ltd.* (百聯集團有限公司), a limited liability company incorporated in the PRC and a substantial Shareholder
“Board”	the board of Directors
“Company”	Lianhua Supermarket Holdings Co., Ltd., a joint stock limited company incorporated in the PRC with limited liability, the H Shares of which are listed on the Stock Exchange
“Directors(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	2 June 2020, being the latest practicable date prior to the printing of this supplemental circular for the purpose of ascertaining certain information referred to in this supplemental circular
“Listing Rules”	The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Notice of AGM”	the notice of AGM dated 8 May 2020
“Original Proxy Form”	the original form of proxy enclosed with the Notice of AGM
“PRC”	the People’s Republic of China

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## DEFINITIONS

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“Shanghai Bailian”	Shanghai Bailian Group Co., Limited* (上海百聯集團股份有限公司), a substantial Shareholder
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supervisor(s)”	the supervisor(s) of the Company
“Supervisory Committee”	the supervisory committee of the Company
“Supplemental Notice”	the supplemental notice of AGM, which is set out on pages 20 to 22 of this supplemental circular

*The English names of Chinese entities marked with “\*” are translations of their Chinese names and are included in this circular for identification purpose only, and should not be regarded as their official English translation. In the event of any inconsistency, the Chinese name prevails.*

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## LETTER FROM THE BOARD

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**联华超市股份有限公司**

**LIANHUA SUPERMARKET HOLDINGS CO., LTD.**

*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 00980)**

*Executive Director:*

Mr. Xu Tao

*Non-executive Directors:*

Mr. Ye Yong-ming (*Chairman*)

Ms. Xu Zi-ying (*Vice Chairman*)

Mr. Xu Hong

Mr. Qian Jian-qiang

Ms. Zheng Xiao-yun

Mr. Wong Tak Hung

*Independent Non-executive Directors:*

Mr. Xia Da-wei

Mr. Lee Kwok Ming, Don

Mr. Chen Wei

Mr. Zhao Xin-sheng

*Registered Office:*

Room 713, 7th Floor

No. 1258 Zhen Guang Lu

Shanghai

The PRC

*Principal Place of Business*

*in Hong Kong:*

16th Floor, Methodist Building

36 Hennessy Road

Wanchai

Hong Kong

4 June 2020

*To the Shareholders*

Dear Sir or Madam,

**(1) ELECTION OF DIRECTORS;  
(2) ELECTION OF SUPERVISORS;  
(3) PROPOSED ANNUAL REMUNERATION OF  
THE INDEPENDENT NON-EXECUTIVE DIRECTORS;  
AND  
(4) SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this supplemental circular is to provide you with information relating to the Supplemental Notice and the additional resolutions to be proposed at the AGM relating to, among other things:

- (I) the election of Directors;
- (II) the election of Supervisors; and
- (III) the proposed annual remuneration of the independent non-executive Directors.

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## LETTER FROM THE BOARD

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### 1. ELECTION OF DIRECTORS

In view of the expiration of the term of office of the sixth session of the Board at the conclusion of the AGM, the Board recommends Mr. Ye Yong-ming, Ms. Xu Zi-ying, Mr. Xu Tao, Mr. Xu Hong, Ms. Zhang Shen-yu, Mr. Dong Xiao-chun, Mr. Wong Tak Hung, Mr. Xia Da-wei, Mr. Lee Kwok Ming, Don, Mr. Chen Wei and Mr. Zhao Xin-sheng as candidates for Directors of the seventh session of the Board. Please refer to Appendix I for the biographic details of the candidates for Directors of the seventh session of the Board.

The nomination committee of the Company (the “**Nomination Committee**”), taking into account the diversity of the Board, considered candidates for Directors, from a number of aspects, including but not limited to cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy and candidates will be considered against criteria including talents, skills and experience as may be necessary for the operation of the Board as a whole, with a view to maintaining a sound balance of the Board’s composition. On the basis of the Company’s requirements about independent non-executive Directors, the Nomination Committee considered the information of current independent non-executive Directors, including their occupation, academic qualification, professional title, detailed work experience and all concurrent posts. After seeking consent of the current independent non-executive Directors, the Nomination Committee convened a meeting to review their qualification and submit a proposal and related documents to re-elect them as the independent non-executive Directors of the seventh session of the Board.

The Board is of opinion that candidates of independent non-executive Directors of the seventh session of the Board, Mr. Xia Da-wei, Mr. Lee Kwok Ming, Don, Mr. Chen Wei and Mr. Zhao Xin-sheng, have professional qualifications and extensive experience respectively in finance, audit, human resource management, investment and compliance, and will provide the Board with professional advice in relevant fields. Mr. Xia Da-wei has abundant theoretical knowledge and practical experience in finance and audit and has high authority in the field of finance. Mr. Lee Kwok Ming, Don has extensive experience in finance, corporate management and mergers and acquisitions and possesses relevant professional qualifications. Mr. Chen Wei has abundant practical experience in corporate management and human resource management. Mr. Zhao Xin-sheng has extensive experience in market development, public relations, corporate mergers and acquisitions, risk management and internal control compliance. As such, the educational background, experience and practices of Mr. Xia Da-wei, Mr. Lee Kwok Ming, Don, Mr. Chen Wei and Mr. Zhao Xin-sheng make each of them capable of providing valuable opinions in multiple fields, including corporate governance, finance and compliance and contribute to the diversity of the Board.

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## LETTER FROM THE BOARD

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Pursuant to Provision A.4.3 of Appendix 14 of the Listing Rules, if an independent non-executive director serves more than nine years, any further appointment of such independent non-executive director should be subject to a separate resolution to be approved by shareholders. Upon the expiry of the current service contracts, Mr. Xia Da-wei and Mr. Lee Kwok Ming, Don will have served as independent non-executive Directors for more than nine years. The reasons why the Board believes they are still independent and should be re-elected are set out in Appendix I of this supplemental circular.

Current non-executive Directors, Ms. Zheng Xiao-yun and Mr. Qian Jian-qiang, (collectively referred to as “**Retiring Directors**”) will retire upon the expiration of the term of office of the sixth session of the Board (i.e. on the date of the AGM). There is no disagreement between the above Retiring Directors and the Board. Each of the Company and the above-mentioned Retiring Directors has confirmed that there are no matters involving their retirement that need to be brought to the attention of Shareholders.

### 2. ELECTION OF SUPERVISORS

In view of the expiration of the term of office of the sixth session of the Supervisory Committee at the conclusion of the AGM, Bailian Group and Shanghai Bailian, as Shareholders, recommended Mr. Yang A-guo and Mr. Li Feng as candidates for Supervisors of the seventh session of the Supervisory Committee, respectively. Please refer to Appendix II of this supplemental circular for the biographic details of the candidates for Supervisors of the seventh session of the Supervisory Committee.

Current Supervisor, Ms. Tao Qing, will retire upon the expiration of the term of office of the sixth session of the Supervisory Committee (i.e. on the date of the AGM). There is no disagreement between Ms. Tao Qing and the Board. The Company and Ms. Tao Qing has confirmed that there are no matters involving her retirement that need to be brought to the attention of Shareholders.

### 3. PROPOSED ANNUAL REMUNERATION OF THE INDEPENDENT NON-EXECUTIVE DIRECTORS

The Board recommends an annual fee of RMB150,000 (after taxation) payable to each independent non-executive Director of the seventh session of the Board after taking into account factors including but not limited to remuneration paid by company of the same kind and time and liability to be contributed and assumed by the independent non-executive Directors, etc.

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## LETTER FROM THE BOARD

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### 4. AGM

The AGM will be held at 10:00 a.m. on Monday, 22 June 2020 at the Conference Room, 13th Floor, Bailian Central Plaza, 1258 Zhen Guang Lu, Shanghai, the PRC as originally scheduled. The Supplemental Notice is set out on pages 20 to 22 of this supplemental circular.

The Supplemental Proxy Form is enclosed with this supplemental circular. The Supplemental Proxy Form shall supersede and replace the Original Proxy Form and the Original Proxy Form shall be invalid. Shareholders who have signed and returned the Original Proxy Form should complete and return the Supplemental Proxy Form in accordance with the instructions printed thereon. Completion and return of the Supplemental Proxy Form will not preclude a shareholder from attending and voting at the AGM in person.

### 5. RECOMMENDATION

The Board considers that the proposed additional resolutions in relation to (i) the election of Directors; (ii) the election of Supervisors; and (iii) the proposed annual remuneration of the independent non-executive Directors are in the interests of the Company and the Shareholders as a whole, and thus recommends the Shareholders to vote in favour of all additional resolutions to be proposed at the AGM.

Yours faithfully,  
For and on behalf of the Board of  
**Lianhua Supermarket Holdings Co., Ltd.**  
**Ye Yong-ming**  
*Chairman*



**Candidates for Executive Director**

**Mr. Xu Tao**, aged 46, graduated from Beijing Jiaotong University with a bachelor's degree in economic information management in 1997. From 1998 to 2010, Mr. Xu Tao worked at Unilever Company, successively served as financial management, sales operations manager, senior finance manager of product business and supply chain department, head of audit in Greater China and finance director of catering service department. From 2010 to 2014, Mr. Xu Tao worked at Rentokil Initial, where he served as excellence executive finance director in Asia and president of Greater China. From 2014 to September 2017, Mr. Xu Tao worked at Mannings China, where he has served as executive director of China and president of China. Mr. Xu Tao has extensive experience in corporate management and operations and finance of retail sector. Mr. Xu Tao was appointed as an executive Director on 27 September 2017 and has been the general manager of the Company since then.

Mr. Xu Tao is presented for election as an executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2022, subject however to the articles of association of the Company. If elected, Mr. Xu Tao will enter into a service contract with the Company and he will be entitled to receive remuneration from the Company during the term of directorship. Mr. Xu Tao will be entitled to a basic remuneration of RMB1,320,000 per year which is determined according to the results of the Company and the condition of similar companies in the market. His basic remuneration and discretionary bonus during his term of directorship may be determined and adjusted according to the results of the Company and the condition of similar companies in the market, while such adjustments and determination shall be in accordance with the remuneration policy of the Company approved by the Shareholders at the annual general meeting of the Company for the year 2013.

As at the Latest Practicable Date, Mr. Xu Tao has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Xu Tao has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Xu Tao confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**Candidates for Non-executive Directors**

**Mr. Ye Yong-ming**, aged 55, holds a master's degree in Business Administration from China Europe International Business School and is the secretary of Party Committee, chairman of the board of directors of Bailian Group. He served successively as the deputy general manager, general manager and deputy secretary of Party Committee of SAIC Sales Co., Ltd. (上海汽車工業銷售總公司), executive manager of Shanghai Volkswagen Co., Ltd., general manager of SAIC-Volkswagen Sales Co., Ltd. (上汽大眾汽車銷售有限公司), vice president of Shanghai Automotive Industrial (Group) Co., Ltd., vice president of Shanghai Automotive Industrial Corporation Motor (上海汽車集團股份有限公司, a company listed on the Shanghai Stock Exchange with stock code 600104), general manager and director of SAIC General Motors Corporation Limited. Mr. Ye has been the deputy secretary of Party Committee and president of Bailian Group from August 2013 and has been the secretary of Party Committee and chairman of the board of directors of Bailian Group since September 2015, and also held the position of president of Bailian Group from September 2015 to April 2017. He has been chairman of the board of directors of Shanghai Bailian since December 2015. Mr. Ye was appointed as a non-executive Director and chairman of the Board on 17 November 2015.

Mr. Ye is presented for election as a non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2022, subject however to the articles of association of the Company. If elected, Mr. Ye will not enter into any service agreement with the Company and he will not be entitled to any remuneration from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Ye has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Ye has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Ye confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**Ms. Xu Zi-ying**, aged 51, senior economist, graduated from the Department of Management Engineering of Shanghai Jiaotong University with a master's degree in Industry Management Engineering and is now the deputy secretary of the Party Committee, president and director of Bailian Group. Ms. Xu served successively as deputy director and director of the High Technology Industry Development Department of Shanghai Development Planning Commission, director of the High Technology Industry Department of Shanghai Development and Reform Commission, deputy chief economist and director of the High Technology Industry Department of Shanghai Development and Reform Commission, vice president of Shanghai Electric (Group) Company and deputy director and a member of the Party Committee of the Shanghai Municipal Commission of Economy and Information. Ms. Xu has been the deputy secretary of the Party Committee, president and director of Bailian Group since April 2017. She has been the vice chairman of Shanghai Bailian and the chairman of Shanghai First Pharmaceutical Co., Ltd. ("**First Pharmaceutical**", 上海第一醫藥股份有限公司, a company listed on the Shanghai Stock Exchange with stock code 600833) since June 2017. Ms. Xu was appointed as a non-executive Director and vice chairman of the Board on 12 June 2017.

Ms. Xu is presented for election as a non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2022, subject however to the articles of association of the Company. If elected, Ms. Xu will not enter into any service agreement with the Company and she will not be entitled to any remuneration from the Company during the term of directorship.

As at the Latest Practicable Date, Ms. Xu has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Ms. Xu has not held any other directorships in any public listed companies in the past three years and, she has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Ms. Xu confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**Mr. Xu Hong**, aged 47, graduated from the Department of Physics of Fudan University with a Bachelor of Science and is a member of the Chinese Institute of Certified Public Accountants (CICPA). He is now working at Alibaba Group Holding Limited (“**Alibaba Group**”) as vice president of Finance. Before joining Alibaba Group, Mr. Xu Hong worked in PricewaterhouseCoopers (PwC) and became a partner of PwC in July 2007. Mr. Xu is also a director of DSM Grup Danismanlik Iletisim ve Satis Ticaret Anonim Sirketi, C2 Capital Partners GP Limited, Shanghai Ego New Retail Network Technology Co., Ltd., RT-MART Holding Limited, Kangcheng International Limited and Kangcheng Investment (China) Co., Ltd., a non-independent director of Suning Holdings Group Co., Ltd. (a company listed on the Shenzhen Stock Exchange with stock code 002024), a non-executive director of Alibaba Health Information Technology Limited (a company listed on the Stock Exchange with stock code HK.0241) and Red Star Macalline Group Corporation Ltd. (a company listed on both of the Stock Exchange and the Shanghai Stock Exchange with stock code HK.1528 and 601828 respectively), a non-independent director of Meinian Onehealth Healthcare Holdings Co., Ltd. (a company listed on the Shenzhen Stock Exchange with stock code 002044) and a non-executive director of Alibaba Pictures Group Limited (a company listed on the Stock Exchange with stock code HK.1060). Mr. Xu Hong was appointed as a non-executive Director on 28 August 2018.

Mr. Xu Hong is presented for election as a non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2022, subject however to the articles of association of the Company. If elected, Mr. Xu Hong will not enter into any service agreement with the Company and he will not be entitled to any remuneration from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Xu Hong has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Xu Hong has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Xu Hong confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**Ms. Zhang Shen-yu**, aged 47, graduated from Shanghai Second Polytechnic University with a bachelor's degree in Business Administration and is currently the secretary of Party Committee and executive deputy general manager (in charge) of Shanghai Bailian. Ms. Zhang served successively as the manager of the market operation department of the department store department of Bailian Group, deputy general manager of the Investment Attraction and Procurement Headquarters of Shanghai Bailian Group Holdings Limited, deputy general manager of Shanghai Youyicheng Shopping Center Co., Ltd. and general manager of Orient Shopping Center Nandong Store of Shanghai Bailian Department Store Management Co., Ltd. From June 2014 to June 2015, she served as the assistant general manager of Shanghai Bailian. From June 2015 to May 2020, she worked with Bailian Omni-channel Electronic Commerce Co., Ltd. as deputy general manager, deputy secretary of Party Committee and general manager successively. She has been the secretary of Party Committee and executive deputy general manager (in charge) of Shanghai Bailian since May 2020.

Ms. Zhang is presented for election as a non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2022, subject however to the articles of association of the Company. If elected, Ms. Zhang will not enter into any service agreement with the Company and she will not be entitled to any remuneration from the Company during the term of directorship.

As at the Latest Practicable Date, Ms. Zhang has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Ms. Zhang has not held any other directorships in any public listed companies in the past three years and, she has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Ms. Zhang confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**Mr. Dong Xiao-chun**, aged 56, senior accountant, holds a master's degree in Business Administration from Shanghai Jiaotong University and is currently the financial director of Shanghai Bailian. Mr. Dong worked in Hualian Shangsha and Shanghai Hualian Supermarket Company in his early years. He served successively as the financial director of Hualian Supermarket Co., Ltd., financial director of the department store department of Bailian Group and secretary of the board of directors and financial director of Shanghai Bailian Group Holdings Limited. From September 2011 to June 2015, he served as the financial director of Shanghai Friendship Co., Ltd. ("**Shanghai Friendship**", now renamed as "**Shanghai Bailian**"), and also held the position of the secretary of the board of directors from February 2012. From June 2015 to May 2020, he served as the financial director of Bailian Electronic Commerce Co., Ltd. (renamed as "**Bailian Financial Services Co., Ltd.**" from January 2019). He has been the financial director of Shanghai Bailian since May 2020.

Mr. Dong is presented for election as a non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2022, subject however to the articles of association of the Company. If elected, Mr. Dong will not enter into any service agreement with the Company and he will not be entitled to any remuneration from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Dong has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Dong has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Dong confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**Mr. Wong Tak Hung**, aged 68, is the president of Wong Sun Hing Investment Co., Ltd. (王新興投資有限公司). From 1970 to 1978, Mr. Wong was the manager of Sun Hing Textile Factory (新興毛紡織造廠), and from 1978 to 1990, he was the managing director of Wong Sun Hing Company Limited (王新興有限公司). Since 1990, he has been the president of Wong Sun Hing Group (王新興集團). He has also been the chairman of Shenzhen Xin Xing Entrepreneurship Guarantee Company Limited (深圳新興創業擔保有限公司) since 2003 and he has been the chairman of Guangzhou Wanling Properties Company Limited (廣州市萬菱置業有限公司) since 2004. Since 2005, he has also been the chairman of Wanling Industrial (Guangdong) Company Limited (萬菱實業(廣東)有限公司). Mr. Wong joined the Group in April 1997, and he has over 30 years of business experience.

Mr. Wong is presented for election as a non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2022, subject however to the articles of association of the Company. If elected, Mr. Wong will not enter into any service agreement with the Company and he will not be entitled to any remuneration from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Wong has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Wong has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Wong confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**Candidates for Independent Non-executive Directors**

**Mr. Xia Da-wei**, aged 67, is a master of economics, professor and PhD tutor. From July 1985 to September 2000, Mr. Xia served as a teacher, the assistant principal and the vice president of Shanghai University of Finance and Economics. From September 2000 to August 2012, he served as the dean of Shanghai National Accounting Institute. Mr. Xia served as a professor, PhD tutor and director of the academic committee of Shanghai National Accounting Institute since August 2012. Mr. Xia has also served as the vice president of China Industrial Economics Association, the consultant expert of Accounting Standards Committee of the Ministry of Finance, the vice president of Chinese Accounting Association, the vice president of China Association of Chief Financial Officers, the president of Shanghai Accounting Association, the honorary professor of Chinese University of Hong Kong, adjunct professor of School of Management of Fudan University, and member of the expert committee of listed companies of Shanghai Stock Exchange, and he enjoys government subsidies from the State Council. Mr. Xia has served as an independent director of Guotai Junan Co., Ltd. (國泰君安股份有限公司) (a company listed on the Shanghai Stock Exchange and the Stock Exchange, stock code: 601211, HK.2611) since May 2016. Mr. Xia has served as an independent director of Juneyao Airlines Co., Ltd. (上海吉祥航空股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 603885) since July 2017. Mr. Xia has been an external supervisor of Industrial Bank Co., Ltd. (興業銀行股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 601166) since May 2016. Mr. Xia served as an independent director of Baoshan Iron and Steel Co., Ltd. (寶山鋼鐵股份有限公司) (a company listed on the Shanghai Stock Exchange, stock code: 600019) from April 2013 to September 2019. Mr. Xia was appointed as an independent non-executive Director in September 2004.

Mr. Xia is presented for election as an independent non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2022, subject however to the articles of association of the Company. If elected, Mr. Xia will enter into a service contract with the Company and he will be entitled to receive remuneration of RMB150,000 (after taxation) per year, which amount is determined by the Board taking into account the condition of similar companies in the market and the prevailing market conditions subject to approval by the Shareholders at the AGM, from the Company during the term of directorship.



As at the Latest Practicable Date, other than holding 8,694 ordinary shares of Shanghai Bailian (representing approximately 0.0005% of the total issued shares of Shanghai Bailian), Mr. Xia has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Xia has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Xia confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Xia has served as an independent non-executive Director for more than nine years and his re-election will be subject to a separate resolution to be approved by the Shareholders. Being an independent non-executive Director with in-depth understanding of the Company's operations and business and with professional qualifications, Mr. Xia has expressed objective views and given independent guidance to the Company over the years, and he continues demonstrating a firm commitment to his role. The Board considers that the long service of Mr. Xia would not affect his exercise of independent judgment and is satisfied that Mr. Xia has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. Meanwhile, Mr. Xia satisfies the independence requirements under Rule 3.13 of the Listing Rules. The Board therefore considers the re-election of Mr. Xia as an independent non-executive Director is in the best interest of the Company and Shareholders as a whole.

**Mr. Lee Kwok Ming, Don**, aged 63, is a fellow of the Hong Kong Institute of Certified Public Accountants (香港會計師公會) and an associate of the Chartered Institute of Management Accountants in the United Kingdom (英國特許管理會計師公會) and holds a master's degree of science in Business Administration from the University of Bath (英國巴富大學). He previously served as the financial director of Stella International Holdings Ltd. (九興控股有限公司), which is listed on the Stock Exchange. Mr. Lee has held the position of financial director in various listed companies of the Stock Exchange and has more than 30 years of financial management experience and extensive experience in mergers and acquisitions, as well as corporate finance. He joined the Group in May 2003.

Mr. Lee is presented for election as an independent non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2022, subject however to the articles of association of the Company. If elected, Mr. Lee will enter into a service contract with the Company and he will be entitled to receive remuneration of RMB150,000 (after taxation) per year, which amount is determined by the Board taking into account the condition of similar companies in the market and the prevailing market conditions subject to approval by the Shareholders at the AGM, from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Lee has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Lee has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Lee confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Mr. Lee has served as an independent non-executive Director for more than nine years and his re-election will be subject to a separate resolution to be approved by the Shareholders. Being an independent non-executive Director with in-depth understanding of the Company's operations and business and with professional qualifications, Mr. Lee has expressed objective views and given independent guidance to the Company over the years, and he continues demonstrating a firm commitment to his role. The Board considers that the long service of Mr. Lee would not affect his exercise of independent judgment and is satisfied that Mr. Lee has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director. Meanwhile, Mr. Lee satisfies the independence requirements under Rule 3.13 of the Listing Rules. The Board therefore considers the re-election of Mr. Lee as an independent non-executive Director is in the best interest of the Company and Shareholders as a whole.

**Mr. Chen Wei**, aged 58, is the Professor of Management Practice at Peking University HSBC Business School (PHBS) and Director of Centre of Innovation and Entrepreneurship at PHBS. Prior to joining PHBS, Mr. Chen was the senior vice president for Didi Chuxing. Before Didi, Mr. Chen served as executive vice president and Chief Human Resource Officer (CHRO) at Vanke Enterprises Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 000002). Mr. Chen Wei started up the Hay Group consulting business in China and later served as managing director for Greater China and North East Asia. He became the global executive team member in 2009 and board member in 2013 of Hay Group. Mr. Chen Wei also worked for Coca Cola and Nike in marketing and general management earlier in his business career. Mr. Chen Wei holds a bachelor's degree in Psychology from East China Normal University and a master's degree in Workforce Learning and Development from Pennsylvania State University in USA. He has also graduated from AMP (Advanced Management Program) from Harvard Business School. Mr. Chen was appointed as an independent non-executive Director on 28 March 2018.

Mr. Chen is presented for election as an independent non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2022, subject however to the articles of association of the Company. If elected, Mr. Chen will enter into a service contract with the Company and he will be entitled to receive remuneration of RMB150,000 (after taxation) per year, which amount is determined by the Board taking into account the condition of similar companies in the market and the prevailing market conditions subject to approval by the Shareholders at the AGM, from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Chen has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Chen has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Chen Wei confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**Mr. Zhao Xin-sheng**, aged 47, is a Chartered Professional Accountant (CPA) of Canada and Certified Information System Auditor (CISA). He has been the managing director of Shanghai ThinkBridge Business Consulting Co., Ltd. since October 2002. From September 1996 to September 2002, Mr. Zhao worked at the Audit and Business Advisory Department of Arthur Andersen, mainly responsible for the financial statement auditing of listed companies and multinational enterprises and business consulting in corporate risk and control. From 2010 to 2018, Mr. Zhao served as an independent director to Shanghai Yimin Commercial Group Co., Ltd. Mr. Zhao graduated from Shanghai University of Finance and Economics in 1996 with a bachelor's degree in Accounting. He has rich experience in corporate accounting and financial consulting, human resources allocation, marketing, public relation, corporate merger and acquisition, risk management and internal control as well as legal compliance. Mr. Zhao was appointed as an independent non-executive Director on 29 March 2019.

Mr. Zhao is presented for election as an independent non-executive Director at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2022, subject however to the articles of association of the Company. If elected, Mr. Zhao will enter into a service contract with the Company and he will be entitled to receive remuneration of RMB150,000 (after taxation) per year, which amount is determined by the Board taking into account the condition of similar companies in the market and the prevailing market conditions subject to approval by the Shareholders at the AGM, from the Company during the term of directorship.

As at the Latest Practicable Date, Mr. Zhao has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Zhao has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Zhao confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**Candidates for Supervisors**

**Mr. Yang A-guo**, aged 55, senior accountant, holds a postgraduate degree in Economics and Management of Party School of Central Committee of C.P.C, and is currently the financial director of Bailian Group. He was the financial officer, financial section chief, assistant to the director and deputy director of the finance department of Shanghai Hardware Machinery Corporation, head of the finance department, assistant minister, vice minister and minister of the finance department of Shanghai Friendship (Group) Co., Ltd., and was the deputy minister and minister of the financial management department of Bailian Group. He has been the financial director of Bailian Group since August 2017. Mr. Yang has been the chairman of the supervisory committee of Shanghai Bailian and the chairman of the supervisory committee of Shanghai Material Trading Co., Ltd. ("**Shanghai Material Trading**", 上海物資貿易股份有限公司, a company listed on Shanghai Stock Exchange with stock code 600822) since June 2017. Mr. Yang has been appointed as a Supervisor and chairman of the Supervisory Committee on 28 November 2017.

Mr. Yang is presented for election as a Supervisor at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2022, subject however to the articles of association of the Company. If elected, Mr. Yang will not enter into a service contract with the Company and he will not be entitled to any remuneration from the Company during the term of serving as a Supervisor.

As at the Latest Practicable Date, Mr. Yang has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Yang has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Yang confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

**Mr. Li Feng**, aged 50, is a senior auditor and holds a master's degree of public administration at the School of International Relations and Public Affairs of Fudan University. He is currently the senior director of audit and risk control center of Bailian Group. From 1993 to March 2020, Mr. Li Feng worked in the Shanghai Audit Bureau. From November 2011 to February 2019, he served as the deputy director of the Law Department (Review and Hearing Office) of Shanghai Audit Bureau; from February 2019 to April 2020, he served as the deputy director of the Law Department (Hearing Office) of the Shanghai Audit Bureau, and had also served as a second-level investigator since November 2019. Mr. Li has served as the senior director of the audit and risk control center of Bailian Group since April 2020.

Mr. Li Feng is presented for election as a Supervisor at the AGM for a term from the date of the AGM until the conclusion of the annual general meeting of the Company for the year 2022, subject however to the articles of association of the Company. If elected, Mr. Li Feng will not enter into a service contract with the Company and he will not be entitled to any remuneration from the Company during the term of serving as a Supervisor.

As at the Latest Practicable Date, Mr. Li Feng has no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Save as disclosed herein, Mr. Li Feng has not held any other directorships in any public listed companies in the past three years and, he has no relationship with any Directors, senior management or substantial or controlling Shareholders of the Company. Mr. Li Feng confirmed that there is no other information to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules and there is no matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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*(a joint stock limited company incorporated in the People's Republic of China with limited liability)*  
(Stock Code: 00980)

### SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of Lianhua Supermarket Holdings Co., Ltd. (the “**Company**”) dated 8 May 2020 (the “**Notice of AGM**”).

The board of directors of the Company (the “**Board**”) received a notice from Bailian Group Co., Ltd., Shanghai Bailian Group Co., Limited, Alibaba (China) Technology Co., Ltd., and Wong Sun Hing Investment Co., Ltd., the shareholders of the Company directly holding more than 5% interest in the total issued share capital of the Company as at the date of this supplemental notice, that after taking into account the expiration of the term of office of the sixth session of the Board and the sixth session of the supervisory committee of the Company at the conclusion of the annual general meeting of the Company for the year 2019 (the “**AGM**”), such shareholders proposed three new resolutions in respect of the approval of (i) the election of directors; (ii) the election of supervisors; and (iii) the proposed annual remuneration of the independent non-executive directors, to be considered by the shareholders of the Company at the AGM.

According to the articles of association of the Company, any shareholder holding 5% or more voting rights of the Company is entitled to propose new resolutions to be considered by the shareholders at the forthcoming general meeting.

As a result, the following ordinary resolutions numbered 7-9 shall be added to the Notice of AGM.

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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**SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT** the AGM will be held at 10:00 a.m. on Monday, 22 June 2020 at the Conference Room, 13th Floor, Bailian Central Plaza, 1258 Zhen Guang Lu, Shanghai, the People's Republic of China (the "PRC") to consider and, if thought fit, pass the following additional ordinary resolutions:

### ORDINARY RESOLUTIONS

7. To approve the members of the seventh session of the Board of the Company (*Note 1*)
- (i) To approve the appointment of Mr. Ye Yong-ming as a non-executive director of the seventh session of the Board;
  - (ii) To approve the appointment of Ms. Xu Zi-ying as a non-executive director of the seventh session of the Board;
  - (iii) To approve the appointment of Mr. Xu Tao as an executive director of the seventh session of the Board;
  - (iv) To approve the appointment of Mr. Xu Hong as a non-executive director of the seventh session of the Board;
  - (v) To approve the appointment of Ms. Zhang Shen-yu as a non-executive director of the seventh session of the Board;
  - (vi) To approve the appointment of Mr. Dong Xiao-chun as a non-executive director of the seventh session of the Board;
  - (vii) To approve the appointment of Mr. Wong Tak Hung as a non-executive director of the seventh session of the Board;
  - (viii) To approve the appointment of Mr. Xia Da-wei as an independent non-executive director of the seventh session of the Board;
  - (ix) To approve the appointment of Mr. Lee Kwok Ming, Don as an independent non-executive director of the seventh session of the Board;
  - (x) To approve the appointment of Mr. Chen Wei as an independent non-executive director of the seventh session of the Board;
  - (xi) To approve the appointment of Mr. Zhao Xin-sheng as an independent non-executive director of the seventh session of the Board;

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## SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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8. To approve the members of the seventh session of the supervisory committee of the Company (*Note 2*)
  - (i) To approve the appointment of Mr. Yang A-guo as a supervisor of the seventh session of the supervisory committee of the Company;
  - (ii) To approve the appointment of Mr. Li Feng as a supervisor of the seventh session of the supervisory committee of the Company; and
9. To approve the proposed remuneration of each of the independent non-executive directors of the seventh session of the Board as RMB150,000 (after taxation) per annum and the grant of authorization to the chairman of the seventh session of the Board to enter into letter of appointment with each of the independent non-executive directors.

By Order of the Board  
**Lianhua Supermarket Holdings Co., Ltd.**  
**Ye Yong-ming**  
*Chairman*

Shanghai, the PRC, 4 June 2020

*Notes:*

1. Please refer to the supplemental circular of the Company dated 4 June 2020 for details of the candidates for directors.
2. Please refer to the supplemental circular of the Company dated 4 June 2020 for details of the candidates for supervisors.
3. Save as the additional resolutions and other information as set out in this Supplemental Notice, all the information set out in the Notice of AGM remains unchanged.
4. A supplemental form of proxy for use at the AGM (the “**Supplemental Proxy Form**”) is published on the websites of the Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([lianhua.todayir.com](http://lianhua.todayir.com)). The Supplemental Proxy Form shall supersede and replace the form of proxy enclosed with the Notice of AGM dated 8 May 2020 (the “**Original Proxy Form**”) and the Original Proxy Form shall be invalid. Shareholders who have signed and returned the Original Proxy Form should complete and return the Supplemental Proxy Form in accordance with the instructions printed thereon. Completion and return of the Supplemental Proxy Form will not preclude a shareholder from attending and voting at the AGM in person.