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CONVENIENCE RETAIL ASIA LIMITED

利亞零售有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00831)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 7 DECEMBER 2020 AND UPDATE ON PAYMENT OF THE SPECIAL CASH DIVIDEND AND CONFIRMATION OF RECORD DATE

Reference is made to (i) the announcement and circular of Convenience Retail Asia Limited (the “**Company**”) in relation to, among other things, the Disposal and the Special Cash Dividend dated 5 November 2020 and 20 November 2020 (the “**Circular**”), respectively; and (ii) the notice of the Extraordinary General Meeting dated 20 November 2020. Unless otherwise defined, capitalised terms used in this announcement have the same meanings as defined in the Circular.

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 7 DECEMBER 2020

The Board is pleased to announce that the resolutions raised at the EGM held on 7 December 2020 (the “**Resolutions**”) were duly passed by the Shareholders by way of poll.

As at the date of the EGM, the total number of issued Shares was 773,906,974 Shares. As at 4 December 2020, i.e. the record date of the EGM, the total number of issued Shares in the Company was 773,876,974 Shares, which was the total number of Shares entitling the holders to attend and vote for or against the Resolutions.

To the best of the Directors’ knowledge, information and belief and having made all reasonable enquiries, no Shareholder was required to abstain from voting on the Resolutions.

As disclosed in the Circular, Mr Pak Chi Kin (an Executive Director and a key management member whose main role is to oversee the Convenience Store Business), together with his associates, had voluntarily abstained from voting on the Resolutions. As at the date of the EGM, Mr Pak held 3,134,000 Shares, representing approximately 0.40% of the issued share capital of the Company.

Save as disclosed above, there were no other Shares entitling the Shareholders to attend and abstain from voting in favour of the Resolutions as set out in Rule 13.40 of the Listing Rules, and no other Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the Resolutions.

Tricor Abacus Limited, the Hong Kong branch share registrar of the Company, was appointed as the scrutineer for the purpose of the poll voting at the EGM.

The full text of the Resolutions were set out in the notice convening the EGM. The poll results in respect of the Resolutions as set out in the notice convening the EGM are as follows:

Ordinary Resolutions		Number of votes	
		For	Against
1.	To approve, confirm and ratify the Sale and Purchase Agreement and the transactions contemplated thereunder and the implementation thereof and to authorise any Director, or if affixation of the common seal of the Company is necessary, any two Directors, to execute for and on behalf of the Company all such documents and agreements and do all such acts and things as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the implementation of or giving effect to the Sale and Purchase Agreement or any of the transactions contemplated thereunder and all matters incidental thereto or in connection therewith.	592,575,897 (99.99%)	50 (0.01%)
2.	Subject to the satisfaction of the conditions to the payment of the proposed Special Cash Dividend out of the distributable reserves and the share premium account of the Company, to authorise the Directors to pay the Special Cash Dividend to all the Shareholders whose names appear on the register of members of the Company on the record date for determining the entitlements to the Special Cash Dividend and to authorise any Director, or if affixation of the common seal of the Company is necessary, any two Directors, to execute for and on behalf of the Company all such documents and agreements and do all such acts and things as he/she may in his/her discretion consider necessary, expedient or desirable for the purpose of or in connection with the payment of the Special Cash Dividend.	592,575,927 (99.99%)	20 (0.01%)

As more than 50% of the votes were cast in favour of each of the Resolutions, each of the Resolutions were duly passed at the EGM.

UPDATE ON PAYMENT OF THE SPECIAL CASH DIVIDEND

As disclosed in the Circular, the payment of the Special Cash Dividend is conditional upon (a) Completion having taken place; (b) the passing of an ordinary resolution by the Shareholders declaring and approving the payment of the Special Cash Dividend; and (c) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Special Cash Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business.

As at the date of this announcement and subsequent to the passing of the Resolutions, conditions (b) and (c) above have been satisfied. It is expected that Completion (i.e. condition (a) above) will take place on 21 December 2020. Subject to condition (a) above being satisfied, it is expected that the Special Cash Dividend will be paid on or about 31 December 2020 to the Shareholders whose names appear on the register of members of the Company at the close of business on Monday, 28 December 2020, being the record date for determining the entitlements to the Special Cash Dividend.

CONFIRMATION OF RECORD DATE

The updated timetable for the payment of the Special Cash Dividend is set out follows:

Hong Kong Time
2020

Last day of dealings in the Shares cum-entitlement to the Special Cash Dividend	Tuesday, 22 December
First day of dealings in the Shares ex-entitlement to the Special Cash Dividend	Wednesday, 23 December
Latest time to lodge transfer documents with share registrar in order to be qualified for the Special Cash Dividend ⁽ⁱ⁾	4:30 p.m. Monday, 28 December
Record date for determining the entitlements to the Special Cash Dividend ⁽ⁱⁱ⁾	Monday, 28 December
Expected despatch date of the cash cheque(s) for the Special Cash Dividend	Thursday, 31 December

Remarks:

- (i) *To be entitled to the Special Cash Dividend, all transfers accompanied by the relevant share certificates must be lodged for registration with the Company's Hong Kong branch share registrar, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, no later than the latest time mentioned above.*
- (ii) *Shareholders who are entitled to the Special Cash Dividend are those whose names appear on the register of members of the Company as at the close of business on the record date for this purpose, being Monday, 28 December 2020.*

Payment of the Special Cash Dividend is conditional upon, amongst other things, Completion taking place. Accordingly, payment of the Special Cash Dividend may or may not be made. Shareholders and potential investors should therefore exercise caution when dealing in the securities of the Company.

On behalf of the Board
Convenience Retail Asia Limited
Victor FUNG Kwok King
Chairman

Hong Kong, 7 December 2020

As at the date of this announcement, Executive Directors of the Company are Mr Richard Yeung Lap Bun and Mr Pak Chi Kin; Non-executive Directors are Dr Victor Fung Kwok King, Dr William Fung Kwok Lun, Mr Godfrey Ernest Scotchbrook and Mr Benedict Chang Yew Teck; Independent Non-executive Directors are Mr Anthony Lo Kai Yiu, Mr Zhang Hongyi and Dr Sarah Mary Liao Sau Tung.