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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 to be taken, 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 securities in GOME Retail Holdings Limited, you should at once hand this circular to the purchaser or to the transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or to the transferee.

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**GOME RETAIL HOLDINGS LIMITED****國美零售控股有限公司\****(Incorporated in Bermuda with limited liability)***(Stock Code: 493)****PROPOSED RE-ELECTION OF DIRECTORS  
PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND BUY BACK SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (the "Annual General Meeting") of GOME Retail Holdings Limited (the "Company") to be held at Canvas Room and Canvas Room I, 26/F, The Park Lane Hong Kong, 310 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 29 June 2021 at 2:30 p.m. is set out on pages 15 to 19 of this circular. A proxy form for use at the Annual General Meeting is enclosed with this circular.

Whether or not you are able to attend the Annual General Meeting in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

**PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

Please refer to page 1 of this circular for the measures to be implemented at the Annual General Meeting by the Company to safeguard the health and safety of the attendees and to prevent the spreading of the Novel Coronavirus ("COVID-19"), including:

- (1) **compulsory body temperature check;**
- (2) **compulsory wearing of surgical face mask; and**
- (3) **no refreshments or drinks will be served and no gifts will be distributed.**

**Attendees who do not comply with the precautionary measures (1) and (2) above may, at the absolute discretion of the Company, be denied entry into the Annual General Meeting venue. The Company wishes to advise the Shareholders that they may appoint the Chairman of the meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attend the Annual General Meeting in person.**

\* For identification purpose only



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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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In view of the ongoing COVID-19 pandemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong government at [www.chp.gov.hk/en/features/102742.html](http://www.chp.gov.hk/en/features/102742.html)), the Company will implement necessary preventive measures at the Annual General Meeting to protect attending Shareholders, Directors, proxies and other attendees from the risk of infection, including:

- (1) compulsory body temperature check will be conducted on every Shareholder, Directors, proxy and other attendees at the entrance of the Annual General Meeting venue. Any person with a body temperature of over 37.6 degrees Celsius, or is exhibiting flu-like symptoms may be denied entry into the Annual General Meeting venue or be required to leave the Annual General Meeting venue;
- (2) attendees are required to wear surgical face masks inside the Annual General Meeting venue at all times, and to maintain a safe distance between seats and as such, the Company may limit the number of attendees at the Annual General Meeting as may be necessary to avoid over-crowding; and
- (3) no refreshments or drinks will be served and no gifts will be distributed.

Attendees who do not comply with the precautionary measures (1) and (2) above may, at the absolute discretion of the Company, be denied entry into the Annual General Meeting venue, or be required to leave the Annual General Meeting venue in order to ensure the safety of the attendees at the Annual General Meeting.

In the interest of all attendees' health and safety, the Company wishes to advise all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions duly completed, the Shareholders may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting instead of attending the Annual General Meeting in person.

The proxy form is attached to this circular and can be downloaded from the "Announcement" section of the Company's website <http://www.gome.com.hk/>. If you are not a registered Shareholder (if your Shares are held via banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements. Shareholders should check the websites of the Company and the Stock Exchange for further announcement and update on the Annual General Meeting arrangements, if any.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Canvas Room and Canvas Room I, 26/F, The Park Lane Hong Kong, 310 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 29 June 2021 at 2:30 p.m. or any adjournment thereof
“associates”	has the same meaning ascribed to it under the Listing Rules
“Board”	the board of Directors
“Bye-Laws”	the bye-laws of the Company
“Company”	GOME Retail Holdings Limited, an exempted company incorporated in Bermuda with limited liability, the securities of which are listed on the main board of the Stock Exchange
“controlling shareholder”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Existing Issue Mandate”	the general and unconditional mandate granted to the Board at the annual general meeting of the Company held on 29 June 2020 to exercise all the powers of the Company to allot, issue and deal in new Shares not exceeding 20% of the total number of Shares of the Company in issue as at 29 June 2020
“Existing Share Buy Back Mandate”	the general and unconditional mandate granted to the Board at the annual general meeting of the Company held on 29 June 2020 to exercise all the powers of the Company to buy back Shares not exceeding 10% of the total number of Shares of the Company in issue as at 29 June 2020
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	21 May 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Issue Mandate”	a general and unconditional mandate proposed to be granted to the Board at the Annual General Meeting to exercise all the powers of the Company to allot, issue and deal with new Shares not exceeding 20% of the total number of Shares in issue as at the date of passing the resolution approving such mandate
“Proposed Share Buy Back Mandate”	a general and unconditional mandate proposed to be granted to the Board at the Annual General Meeting to exercise all the powers of the Company to buy back Shares not exceeding 10% of the total number of Shares in issue as at the date of passing the resolution approving such mandate
“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.025 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange” or “Hong Kong Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“%”	per cent.

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LETTER FROM THE BOARD

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**GOME RETAIL HOLDINGS LIMITED**

**國美零售控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 493)**

*Executive Director:*

ZOU Xiao Chun

*Non-executive Directors:*

ZHANG Da Zhong (*Chairman*)

HUANG Xiu Hong

YU Sing Wong

*Independent Non-executive Directors:*

LEE Kong Wai, Conway

LIU Hong Yu

WANG Gao

*Registered Office:*

Victoria Place

5th Floor

31 Victoria Street

Hamilton HM10

Bermuda

*Principal place of business*

*in Hong Kong:*

Suite 2915, 29th Floor

Two International Finance Centre

8 Finance Street, Central

Hong Kong

27 May 2021

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED RE-ELECTION OF DIRECTORS  
PROPOSED GRANT OF GENERAL MANDATES  
TO ISSUE AND BUY BACK SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to give you notice of the Annual General Meeting and to provide you with information in respect of the ordinary resolutions to be proposed at the Annual General Meeting relating to, inter alia, (i) the re-election of Directors; (ii) the grant of the Proposed Issue Mandate and the Proposed Share Buy Back Mandate; and (iii) to approve the extension of the Proposed Issue Mandate to include the Shares bought back pursuant to the Proposed Share Buy Back Mandate.

\* *For identification purpose only*

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## LETTER FROM THE BOARD

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### PROPOSED RE-ELECTION OF DIRECTORS

The Board currently consists of 7 Directors, namely Mr. Zou Xiao Chun being the executive Director, Mr. Zhang Da Zhong, Ms. Huang Xiu Hong and Mr. Yu Sing Wong being the non-executive Directors, and Mr. Lee Kong Wai, Conway, Ms. Liu Hong Yu and Mr. Wang Gao being the independent non-executive Directors.

Pursuant to Bye-Law 99(A) of the Bye-Laws, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one-third) shall retire from office by rotation, except for the Director holding office as chairman or managing director of the Company. Pursuant to Bye-Law 99(B) of the Bye-Laws, a retiring Director shall be eligible for re-election. Accordingly, pursuant to Bye-Laws 99(A) and 99(B) of the Bye-Laws, each of Ms. Huang Xiu Hong, Mr. Yu Sing Wong and Ms. Liu Hong Yu, will retire by rotation at the Annual General Meeting.

Each of Ms. Huang Xiu Hong, Mr. Yu Sing Wong and Ms. Liu Hong Yu, being eligible, has offered himself/herself for re-election.

Brief biographical details of the Directors proposed for re-election at the Annual General Meeting is set out in Appendix I to this circular.

### PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND BUY BACK SHARES

At the annual general meeting of the Company held on 29 June 2020, ordinary resolutions were passed granting the Existing Issue Mandate and the Existing Share Buy Back Mandate to the Board.

In accordance with the provisions of the Listing Rules and the terms of the Existing Issue Mandate and the Existing Share Buy Back Mandate, such mandates will lapse if, inter alia, they are revoked or varied by ordinary resolutions of the Shareholders in a general meeting.

In accordance with the Listing Rules, the Existing Issue Mandate and the Existing Share Buy Back Mandate will expire at the conclusion of the Annual General Meeting. The Proposed Issue Mandate sought is at 20% of the total number of Shares in issue and the Proposed Share Buy Back Mandate sought is at 10% of the total number of Shares in issue.

Resolutions to consider, and if thought fit, to approve the Proposed Issue Mandate and the Proposed Share Buy Back Mandate as set out in resolutions 7 and 8 in the notice of the Annual General Meeting respectively will be proposed at the Annual General Meeting. As at the Latest Practicable Date, the number of Shares in issue was 23,832,603,422 Shares. Subject to the passing of the resolutions in relation to the Proposed Issue Mandate and the Proposed Share Buy Back Mandate, a resolution will be proposed to extend the number of Shares to be issued and allotted under the Proposed Issue Mandate by an additional number representing such number of Shares bought back under the Proposed Share Buy Back Mandate. Subject to the

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## LETTER FROM THE BOARD

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passing of the resolution granting the Proposed Issue Mandate and on the basis that no Shares will be issued or bought back before the Annual General Meeting, the Company will be allowed to issue a maximum of 4,766,520,684 Shares, representing 20% of the 23,832,603,422 Shares in issue, upon the exercise in full of the Proposed Issue Mandate. Subject to the passing of the resolution granting the Proposed Share Buy Back Mandate and on the basis that no Shares will be issued or bought back before the Annual General Meeting, the Company will be allowed to buy back a maximum of 2,383,260,342 Shares, representing 10% of the 23,832,603,422 Shares in issue, upon exercise in full of the Proposed Share Buy Back Mandate.

The Proposed Issue Mandate and the Proposed Share Buy Back Mandate will expire at 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 Bye-Laws or any applicable laws to be held, and (iii) the passing of an ordinary resolution by the Shareholders in general meeting revoking or varying the Proposed Issue Mandate and the Proposed Share Buy Back Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the Proposed Share Buy Back Mandate is set out in Appendix II to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting in relation to the Proposed Share Buy Back Mandate.

### **ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting is set out on pages 15 to 19 of this circular.

A form of proxy for use at the Annual General Meeting is also enclosed with this circular. Whether or not you are able to attend the Annual General Meeting in person, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited at Level 54, 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 the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll, except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions proposed at the Annual General Meeting shall be voted by poll.



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## LETTER FROM THE BOARD

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### CLOSURE OF SHAREHOLDERS' REGISTER

For the purpose of determining the list of shareholders who are entitled to attend and vote at the Annual General Meeting, the shareholders' register of the Company will be closed from Thursday, 24 June 2021 to Tuesday, 29 June 2021 (both dates inclusive). No transfer of Shares will be registered during these days. In order to qualify to attend and vote at the Annual General Meeting, all instruments of transfer together with the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 23 June 2021.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### RECOMMENDATIONS

The Board considers (i) the proposed re-election of Directors; (ii) the granting of the Proposed Issue Mandate and the Proposed Share Buy Back Mandate; and (iii) the extension of the Proposed Issue Mandate to include the Shares bought back pursuant to Proposed Share Buy Back Mandate are in the interests of the Company and Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of  
**GOME Retail Holdings Limited**  
**ZHANG Da Zhong**  
*Chairman*

*The biographical details of the Directors proposed for re-election at the Annual General Meeting are set out as follows:*

**NON-EXECUTIVE DIRECTORS**

**Ms. HUANG Xiu Hong**, aged 48, has been a non-executive Director of the Company since 24 June 2015. Ms. Huang has been working at GOME since 1991 and was appointed as the general manager in Eastern China Region since 2005; from 2009 to 2016, she has been the president of the GOME Holding Group Company Limited and from 2009 up to now, she has been the president of Pengrun Holdings Limited (鵬潤控股有限公司). Ms. Huang has obtained her MBA degree from Helsinki School of Economics in 2005, and she is now pursuing further education in financial EMBA in Tsinghua University PBC School of Finance. In 2007, Ms. Huang was honored the Top Ten Outstanding Youth in Retail Industry of Shanghai and a torchbearer of the Beijing Olympic Games in 2008; in 2009, she received the nomination title of Outstanding Business Woman of China conferred by All-China Women's Federation together with China General Chamber of Commerce; from 2012 to 2015, she was consecutively awarded The Most Influential Business Woman in China. Besides, Ms. Huang was recognised as The Significant Contributor in Building National Corporation Culture in 2012, Person of Asia Brand of 2013, etc. Previously she served as the member of Beijing Federation of Industry & Commerce and currently she serves as the deputy chairman of both China Enterprise Confederation and China General Chamber of Commerce. Ms. Huang is a sister of Mr. Wong Kwang Yu, the controlling shareholder of the Company. Ms. Huang has been a director of Beijing Centergate Technologies (Holdings) Co., Limited (a company listed on the Shenzhen Stock Exchange) since December 2009, among which she was the Acting Chairman of the company from March 2014 to May 2014.

Save as disclosed above, Ms. Huang has not held any directorships in any other listed public companies or other major appointments and qualifications during the past three years.

Save as disclosed above and other than the membership in the remuneration committee of the Board and the directorship in the Company, Ms. Huang does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Ms. Huang does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Ms. Huang did not have any interest in the Shares within the meaning of Part XV of the SFO.

Pursuant to a letter of appointment to be entered into between the Company and Ms. Huang, subject to the re-election of Ms. Huang as a non-executive Director at the Annual General Meeting, (a) the appointment of Ms. Huang as a non-executive Director will be for a fixed term of three years from 29 June 2021, subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-Laws; and (b) Ms. Huang will be entitled to an annual remuneration of HK\$400,000. Ms. Huang will not be entitled to any fixed or discretionary bonus. Ms. Huang's remuneration was fixed with reference to her duties and responsibilities with the Company as well as the Company's remuneration policy.

The Board is not aware of any other matter in relation to the appointment of Ms. Huang as a non-executive Director that needs to be brought to the attention of the Shareholders, nor is there any information that needs to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

**Mr. YU Sing Wong**, aged 69, has been a non-executive Director of the Company since 24 June 2015. Mr. Yu has been the president of No. 9 Real Estate Company Limited (玖號置業有限公司) under GOME Holding Group (國美控股集團) since 2013, primarily responsible for the development and construction of No. 9 Shopping Plaza (玖號購物廣場) in Xiangjiang, Changsha, Hunan. From 2003 to 2012, Mr. Yu was the president of Beijing Xinhengji Investment and Management Group (北京新恒基投資管理集團), mainly in charge of the development and construction of the Xinhengji First City Project (新恒基第一城項目) in Shenyang, with an area of 1,000,000 square meters. From 2000 to 2002, he served as the general manager of Beijing Pengrun Real Estate Development Company Limited (北京鵬潤房地產開發有限公司), responsible for the development and construction of the Pengrun Garden Project (鵬潤家園項目). From 1992 to 2000, he was the vice president of Xinhengji Real Estate Development Company Limited (新恒基房地產開發有限公司), responsible for the development and construction of various projects, such as Xinhengji International Building (新恒基國際大廈), Pengrun Building (鵬潤大廈) and Jing An Centre (靜安中心). Before that, Mr. Yu was an assistant manager of a materials company in Luohu, Shenzhen from 1984 to 1991 and was a cadre of the office of machine tool station of the Ministry of First Machinery Industry (第一機械工業部機床總站) from 1973 to 1984.

Save as disclosed above, Mr. Yu has not held any directorships in any other listed public companies or other major appointments and qualifications during the last three years.

Other than the membership in the audit committee of the Board and the directorship in the Company, Mr. Yu does not hold any other positions with the Company or other members of the Group.

Save as disclosed above, Mr. Yu holds senior management roles in various companies controlled by the controlling shareholder and/or its associate, Mr. Yu does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr. Yu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Pursuant to a letter of appointment to be entered into between the Company and Mr. Yu, subject to the re-election of Mr. Yu as a non-executive Director at the Annual General Meeting, (a) the appointment of Mr. Yu as a non-executive Director will be for a fixed term of three years from 29 June 2021, subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-Laws; and (b) Mr. Yu will be entitled to an annual remuneration of HK\$400,000. Mr. Yu will not be entitled to any fixed or discretionary bonus. Mr. Yu's remuneration was fixed with reference to his duties and responsibilities with the Company as well as the Company's remuneration policy.

The Board is not aware of any other matter in relation to the appointment of Mr. Yu as a non-executive Director that needs to be brought to the attention of the Shareholders, nor is there any information that needs to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

## INDEPENDENT NON-EXECUTIVE DIRECTOR

**Ms. LIU Hong Yu**, aged 57, has been an independent non-executive Director of the Company since 10 June 2013. Ms. Liu is a Chinese practising lawyer. Ms. Liu is the founding partner of Beijing Jincheng Tongda and Neal. Prior to that, Ms. Liu was the managing partner of Beijing Tongda Law Offices between April 1993 and April 2004, the legal adviser to Agricultural Bank of China (Beijing Branch) between May 1988 and April 1993 and a cadre of the People's Bank of China (Sichuan Province) between July 1985 and May 1988.

Ms. Liu graduated from Southwest University of Political Science and Law in 1985 with a Bachelor Degree in Law and obtained a Postgraduate Degree in Economic Law from the Graduate School of Chinese Academy of Social Sciences in 1998 and a Master Degree in Business Administration from Guanghua School of Business Management of Peking University in 2003. Ms. Liu is also qualified as a Chinese economist.

Ms. Liu was a member of the National Committee of the 11th, 12th Chinese People's Political Consultative Conference, a deputy to the 12th, 13th and 14th Beijing Municipal People's Congress and an executive member of the executive committee to the 11th China Feminine Congress, and is currently a member of the National Committee of the 13th Chinese People's Political Consultative Conference, a deputy to the 15th Beijing Municipal People's Congress and an executive member of the executive committee to the 12th China Feminine Congress. Ms. Liu is also a member of the 9th All-China Youth Federation, an executive member of the All China Female Lawyers Association, a specially designated supervisory personnel of the Supreme People's Court and a vice chairman of Beijing New Social Class Association.

Ms. Liu was an independent director of Founder Technology Group Company Limited (a company listed on Shanghai Stock Exchange) between April 2005 and June 2011, an independent director of Chongqing Three Gorges Water Conservancy and Electric Power Co., Ltd. (a company listed on Shanghai Stock Exchange) between June 2009 and June 2012, an independent director of China Real Estate Corporation Limited (a company listed on Shenzhen Stock Exchange) between June 2009 and September 2015, an external supervisor of Bank of Beijing Co., Ltd. (a company listed on Shanghai Stock Exchange) between August 2010 and July 2016 and an independent director of Lanpec Technologies Limited (a company listed on the Shanghai Stock Exchange) between December 2014 and December 2020. Ms. Liu is currently an independent non-executive director of China Machinery Engineering Corporation (a company listed on Hong Kong Stock Exchange) and an independent director of Bank of Beijing Co., Ltd. (a company listed on the Shanghai Stock Exchange).

Save as disclosed above, Ms. Liu has not held any directorship in any other listed public companies or other major appointments and qualifications during the last three years.

Other than the membership in the audit committee, independent committee, nomination committee and remuneration committee of the Board and the directorship in the Company, Ms. Liu does not hold any other position with the Company or other members of the Group.

Save as disclosed above, Ms. Liu does not have any relationship with any director, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Ms. Liu did not have any interest in the Shares within the meaning of Part XV of the SFO.

Pursuant to a letter of appointment to be entered into between the Company and Ms. Liu subject to re-election of Ms. Liu as an independent non-executive Director at the Annual General Meeting, (a) the appointment of Ms. Liu as an independent non-executive Director will be for a fixed term of three years from 29 June 2021, subject to retirement by rotation and re-election at annual general meeting of the Company in accordance with the Bye-Laws, and (b) Ms. Liu will be entitled to an annual remuneration of HK\$400,000. Ms. Liu will not be entitled to any fixed or discretionary bonus. Ms. Liu's remuneration was fixed with reference to her duties and responsibilities with the Company as well as the Company's remuneration policy.

The Board is not aware of any other matter in relation to the appointment of Ms. Liu as an independent non-executive Director that needs to be brought to the attention of the Shareholders, nor is there any information that needs to be disclosed by the Company pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

There is no service contract, which is not determinable by the Company within the period of one year without payment of compensation (other than statutory compensation), in respect of any Director proposed for re-election at the Annual General Meeting.

This Appendix contains the particulars that are required by the Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed view on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the Proposed Share Buy Back Mandate.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company was HK\$595,815,085.55 divided into 23,832,603,422 Shares.

Subject to the passing of the resolution granting the Proposed Share Buy Back Mandate and on the basis that no Shares are issued or bought back before the Annual General Meeting, the Company will be allowed to buy back a maximum of 2,383,260,342 Shares, being 10% of the 23,832,603,422 Shares in issue as at the date of passing the resolution approving the Proposed Share Buy Back Mandate, during the period ending on the earlier of the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required to be held by law or the date upon which such authority is revoked or varied by a resolution of the Shareholders in general meeting.

### **REASONS FOR BUY BACK**

The Board believes that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to buy back its Shares on the Stock Exchange. Such buy back 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 and will only be made when the Board believes that such a buy back will benefit the Company and the Shareholders.

The Board has no present intention to buy back any Shares of the Company and they would only exercise the power to buy back in circumstances where they consider that the buy back would be in the best interests of the Company and in circumstances where they consider that the Shares can be bought back on terms favourable to the Company. On the basis of the financial position of the Company as at 31 December 2020, being the date to which the latest published audited accounts of the Company were made up, the Board considers that if the Proposed Share Buy Back Mandate was to be exercised in full at the currently prevailing market value, it may have a material impact on the working capital position and gearing level of the Company. The Board does not propose to exercise the Proposed Share Buy Back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital position or the gearing level which, in the opinion of the Board, are from time to time appropriate for the Company.

**FUNDING OF BUY BACK**

Buy back to be made pursuant to the Proposed Share Buy Back Mandate would be financed out of funds legally available for such purpose in accordance with the Bye-Laws and the applicable laws in Hong Kong and Bermuda. Such funds include, but are not limited to, funds of the Company that would otherwise be available for dividend or distribution.

**EFFECT OF THE TAKEOVERS CODE**

Upon the exercise of the power to buy back the Shares pursuant to the Proposed Share Buy Back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interests, may become obliged to make a mandatory general offer in accordance with Rules 26 and 32 of the Takeovers Code.

The shareholdings of Mr. Wong Kwong Yu and his associates in the Company as at the Latest Practicable Date were approximately 45.47% of the issued share capital of the Company. Based on such interest in Shares and in the event that the Board exercises in full the power to buy back Shares under the Proposed Share Buy Back Mandate, and assuming that no Shares are issued or bought back prior to the Annual General Meeting, the interest of Mr. Wong Kwong Yu and his associates in the Company would increase from approximately 45.47% to approximately 50.52%. In such case, notwithstanding such increase of interest will not reduce the number of Shares held by the public to less than 25% of the issued share capital of the Company, it will give rise to an obligation by Mr. Wong Kwong Yu to make a mandatory general offer under Rules 26 and 32 of the Takeovers Code. The Board has no present intention to exercise the power to buy back Shares under the Proposed Share Buy-back Mandate to such an extent that would result in a mandatory general offer obligation by Mr. Wong Kwong Yu under the Takeovers Code.

The Directors do not intend to buy back Shares to the extent that the Company cannot satisfy its minimum requirement for public float.

**PRICES OF THE SHARES**

The following table shows the highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the past twelve months:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2020</b>		
June	1.72	0.97
July	1.34	1.09
August	1.30	1.10
September	1.15	0.96
October	1.12	0.84
November	0.99	0.86
December	1.01	0.85
<b>2021</b>		
January	1.37	0.91
February	2.55	1.23
March	2.43	1.35
April	1.67	1.27
May (up to the Latest Practicable Date)	1.30	1.16

**BUY BACK MADE BY THE COMPANY**

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the date of this circular.

**GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their close associates have any present intention to sell any Shares to the Company or its subsidiaries if the Proposed Share Buy Back Mandate is exercised by the Company.

No core connected persons of the Company (as defined in the Listing Rules) have notified the Company that they have a present intention to sell any Shares to the Company, or they have undertaken not to do so in the event that the Company is authorised to make buy back of the Shares.

The Board has undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Proposed Share Buy Back Mandate to buy back Shares in accordance with the Listing Rules and applicable laws of Hong Kong and Bermuda.



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## NOTICE OF ANNUAL GENERAL MEETING

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### GOME RETAIL HOLDINGS LIMITED

國美零售控股有限公司\*

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 493)

### NOTICE OF ANNUAL GENERAL MEETING AND CLOSURE OF SHAREHOLDERS' REGISTER

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Annual General Meeting**”) of GOME Retail Holdings Limited (the “**Company**”) will be held at Canvas Room and Canvas Room I, 26/F, The Park Lane Hong Kong, 310 Gloucester Road, Causeway Bay, Hong Kong on Tuesday, 29 June 2021 at 2:30 p.m. for the purposes of considering and, if thought fit, passing with or without modifications the following ordinary resolutions:

#### AS ORDINARY BUSINESS

1. To receive and adopt the audited consolidated financial statements and the reports of the directors and auditors of the Company for the year ended 31 December 2020.
2. To re-elect Ms. Huang Xiu Hong as a non-executive director of the Company.
3. To re-elect Mr. Yu Sing Wong as a non-executive director of the Company.
4. To re-elect Ms. Liu Hong Yu as an independent non-executive director of the Company.
5. To authorise the board of directors of the Company to fix the directors' remuneration.
6. To re-appoint Ernst & Young as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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### AS SPECIAL BUSINESS

7. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the board of directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the board of directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the board of directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue, (ii) the exercise of any options granted under the share option scheme of the Company or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the bye-laws of the Company in force from time to time, shall not exceed 20% of the total number of Shares of the Company in issue on the date of the passing of this resolution;
- (d) for the purpose of this resolution:

**“Relevant Period”** means the period from the date of 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 Bye-Laws of the Company or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the board of directors of the Company by this resolution;

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## NOTICE OF ANNUAL GENERAL MEETING

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“**Rights Issue**” means an offer of Shares, offer or issue of securities convertible into Shares or options, warrants or other rights or securities to subscribe for securities of the Company open for a period fixed by the board of directors of the Company to holders of securities of the Company on the register on a fixed record date in proportion to their then holdings of securities (subject to such exclusion or other arrangements as the board of directors of the Company 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, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

8. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the board of directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to buy back Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and recognised for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange under the Hong Kong Code on Share Buy Back, subject to and in accordance with all applicable laws and regulations, be and is hereby generally and unconditionally approved;
- (b) the total number of Shares which may be bought back by the Company pursuant to paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of Shares of the Company in issue at the date of the passing of this resolution, and the approval granted under paragraph (a) of this resolution shall be limited accordingly;
- (c) for the purpose of this resolution:

“**Relevant Period**” means the period from the date of 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 Bye-Laws of the Company or any applicable laws to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the board of directors of the Company by this resolution.”

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## NOTICE OF ANNUAL GENERAL MEETING

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9. To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of resolutions 7 and 8 above, the general mandate to the directors of the Company pursuant to resolution 7 be and is hereby extended by the addition thereto of such number of Shares bought back by the Company under the authority granted pursuant to the resolution 8, provided that such number of Shares shall not exceed 10% of the total number of Shares of the Company in issue as at the date of passing this resolution.”

### **CLOSURE OF SHAREHOLDERS' REGISTER**

For the purpose of determining the list of shareholders who are entitled to attend and vote at the Annual General Meeting, the shareholders' register of the Company will be closed from Thursday, 24 June 2021 to Tuesday, 29 June 2021 (both dates inclusive). No transfer of Shares will be registered during these days. In order to qualify to attend and vote at the Annual General Meeting, all instruments of transfer together with the relevant share certificate(s) must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 23 June 2021.

By Order of the Board  
**GOME Retail Holdings Limited**  
**ZHANG Da Zhong**  
*Chairman*

Hong Kong, 27 May 2021

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## NOTICE OF ANNUAL GENERAL MEETING

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*Principal place of business in Hong Kong:*

Suite 2915, 29th Floor  
Two International Finance Centre  
8 Finance Street, Central  
Hong Kong

*Notes:*

- (1) Any member of the Company entitled to attend and vote at the Annual General Meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. A member who is holder of two or more shares of the Company may appoint more than one proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
- (2) A form of proxy for use at the Annual General Meeting is enclosed herewith.
- (3) The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be under its seal or the hand of an officer or attorney duly authorised.
- (4) The form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be lodged at the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 48 hours before the time appointed for holding the Annual General Meeting or any adjourned meeting (as the case may be) and in default the proxy shall not be treated as valid. Completion and return of the form of proxy shall not preclude members from attending and voting in person at the Annual General Meeting or at any adjourned meeting (as the case may be) should they so wish.
- (5) Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share as if he/she was solely entitled thereto; but if more than one of such joint holders be present at the meeting in person or by proxy, the vote of one of the said persons so present whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the votes of the other joint holders.
- (6) As at the date of this notice, the Board comprises Mr. Zou Xiao Chun as executive director, Mr. Zhang Da Zhong, Ms. Huang Xiu Hong and Mr. Yu Sing Wong as non-executive directors, and Mr. Lee Kong Wai, Conway, Ms. Liu Hong Yu and Mr. Wang Gao as independent non-executive directors.