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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)

- (1) LEASING AGREEMENT – MAJOR AND CONNECTED TRANSACTION**
(2) PROPOSED ISSUE OF SHARES UNDER SPECIFIC MANDATE
(3) DISPOSAL OF A SUBSIDIARY – CONNECTED TRANSACTION
AND
(4) APPLICATION FOR WHITEWASH WAIVER

ADJOURNMENT OF THE SPECIAL GENERAL MEETING HELD ON 6 SEPTEMBER 2021

Reference is made to the circular (the “**Circular**”) and notice of the SGM (the “**Notice of SGM**”) of the Company both dated 13 August 2021 in relation to, among other things, the Agreement, the Supplemental Agreement and the Whitewash Waiver. Capitalized terms used herein have the same meanings as ascribed to them in the Circular.

ADJOURNMENT OF THE SGM

At the SGM, the chairman of the SGM (the “**SGM Chairman**”) proposed a motion for the shareholders to consider and, if thought fit, vote upon an ordinary resolution to adjourn the SGM to 17 September 2021 (the “**Adjournment Resolution**”). The Adjournment Resolution was duly passed by the Shareholders by way of poll.

As at the date of the SGM, the Company has 23,832,603,422 Shares in issue.

As stated in the Circular, the following Shareholders would abstain from voting on the resolutions approving the Acquisition and the Whitewash Waiver at the SGM:

- (i) GOME Management, which held 5,500,000,000 Shares, representing approximately 23.08% of the issued share capital of the Company as at the date of this announcement;
- (ii) Shinning Crown Holdings Inc., which held 4,454,979,938 Shares, representing approximately 18.69% of the issued share capital of the Company as at the date of this announcement;

- (iii) Shine Group Limited, which held 634,016,736 Shares, representing approximately 2.66% of the issued share capital of the Company as at the date of this announcement;
- (iv) Ms. Du Juan, the spouse of the Controlling Shareholder, through two wholly-owned companies (namely Smart Captain Holdings Limited, which held 240,955,927 Shares and Wan Sheng Yuan Asset Management Company Limited, which held 5,750,737 Shares), held in aggregate 246,706,664 Shares representing approximately 1.04% of the issued share capital of the Company as at the date of this announcement; and
- (v) the Trustee, which held 1,320,316,000 Shares, representing approximately 5.54% of the issued share capital of the Company as at the date of this announcement.

The abovementioned Shareholders, which together held 12,156,019,338 Shares, representing approximately 51.01% of the issued share capital of the Company as at the date of the SGM, have abstained from voting on the Adjournment Resolution at the SGM.

Except as disclosed above, Independent Shareholders holding 11,676,584,084 Shares were entitled to attend and vote for or against the resolutions proposed at the SGM. Out of the 11,676,584,084 Shares held by the Independent Shareholders, only 212,030 Shares were entitled to vote for or against the Adjournment Resolution as the remaining 11,676,372,054 Shares have not authorized their proxy to vote on any new resolutions not stated on the proxy form.

The result of the voting of the Adjournment Resolution was as follows:

ORDINARY RESOLUTION			
	For	Against	Total number of votes
	Votes (%)	Votes (%)	
Adjournment of the SGM held on 6 September 2021 to 17 September 2021.	202,030 (100%)	0 (0%)	202,030 (100%)

As more than 50% of the votes were cast in favour of the Adjournment Resolution, the Adjournment Resolution was duly passed by the Independent Shareholders by way of poll.

The branch share registrar and transfer office of the Company in Hong Kong, Tricor Abacus Limited, acted as the scrutineer for the purpose of vote-taking at the SGM.

The resolutions as set out in the Notice of SGM shall remain unchanged for the adjourned SGM.

REASONS FOR THE ADJOURNMENT

The adjournment of the SGM (the “**Adjournment**”) was due to a Shareholder informing the Company that more time is needed to review the resolutions proposed at the SGM. After considering that such Shareholder is entitled to vote on all of the resolutions proposed at the SGM, the SGM Chairman considered it is incumbent upon him to adjourn the SGM in order to give such Shareholder sufficient time to consider the resolutions proposed and effectively exercise his voting rights, enabling the business of the SGM to be properly dealt with. Hence, at the commencement of the SGM, the SGM Chairman proposed a resolution to adjourn the SGM to 17 September 2021.

Pursuant to bye-law 66 of the Company’s bye-laws (the “**Bye-laws**”), two Shareholders entitled to vote and present in person or by proxy or (in the case of a Shareholder being a corporation) by its duly authorised representative shall form a quorum for all purpose. Given the necessary quorum was present, the SGM Chairman exercised the power to seek for the consent of the meeting for the Adjournment under bye-law 69 of the Bye-laws and then further requested that such resolution be voted by way of a poll pursuant to bye-law 70 of the Bye-laws. As such, the consent of the meeting for the Adjournment was obtained by voting by way of a poll and on such basis, the SGM Chairman declared the Adjournment.

The Company has sought legal advice from its legal advisers as to the Bermuda laws on the Bermuda law requirements for the Adjournment, and the Adjournment has been conducted in compliance with the Bye-laws of the Company.

VOTING ARRANGEMENT AND PROXY ARRANGEMENT AT THE ADJOURNED SGM

Any Shareholder entitled to attend and vote at the adjourned SGM is entitled to appoint a proxy to attend and vote instead of him/her/it at the adjourned SGM. A new form of proxy (the “**New Proxy Form**”) will be despatched to the Shareholders for use at the adjourned SGM together with the notice of the adjourned SGM (“**Notice of Adjourned SGM**”) to be issued by the Company in due course.

The forms of proxy (the “**Old Proxy Forms**”) despatched with the Circulars for use at the SGM will remain valid for the adjourned SGM if you do not intend to change your vote. However, should you wish to change your vote or you have not lodged any Old Proxy Forms for the SGM, you are requested to complete and return the New Proxy Form in accordance with the instructions printed thereon to the office of the Company’s branch share registrar and transfer office 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 adjourned SGM or any adjourned meeting thereof (as the case may be).

Shareholders should note that the Old Proxy Forms lodged by the Shareholders, if completed correctly, shall continue to be valid for the purpose of the adjourned SGM in accordance with the Bye-laws but the Old Proxy Forms of a Shareholder will be superseded and become invalid in the event that the same Shareholder has lodged the New Proxy Form to the office of the Company’s branch share registrar and transfer office in Hong Kong, Tricor Abacus Limited, or that it is revoked in writing by the same Shareholder.

Accordingly, Shareholders who do not wish to supersede or revoke the Old Proxy Forms previously lodged with the Company do not need to take any action. Completion and return of the Old Proxy Forms and/or the New Proxy Form shall not preclude you from attending and voting in person at the adjourned SGM or any further adjournment thereof (as the case may be) should you so wish, and in such event, all forms of proxy lodged with the Company shall be deemed revoked.

Details of the adjourned SGM will be announced in accordance with the Bye-laws and the Listing Rules in due course.

By order of the Board
GOME Retail Holdings Limited
Zhang Da Zhong
Chairman

Hong Kong, 6 September 2021

As at the date of this announcement, 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.

The Directors jointly and severally accept full responsibility for the accuracy of the information (other than those relating to GOME Management and parties acting in concert with it) contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

As at the date of this announcement, the directors of GOME Management comprises Ms. Du Juan, Ms. Huang Xiu Hong, Mr. Zhou Ya Fei and Ms. Cheng Hung.

The directors of GOME Management jointly and severally accept full responsibility for the accuracy of the information contained in this announcement relating to GOME Management and parties acting in concert with it, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statements in this announcement misleading.

* For identification purpose only.