

---

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

---

**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, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Automobile New Retail (Holdings) Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.



**CHINA AUTOMOBILE NEW RETAIL (HOLDINGS) LIMITED**  
**中國汽車新零售（控股）有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 526)**

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

---

A notice convening an annual general meeting of China Automobile New Retail (Holdings) Limited to be held at 14/F Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong at 3:00 p.m. on 30 September 2021 is set out on pages 13 to 15 of this circular. Whether or not you intend to attend the meeting, you are advised to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited of 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 of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

8 September 2021

---

## CONTENTS

---

	<i>Page</i>
<b>Precautionary Measures for the Annual General Meeting</b> .....	1
<b>Definitions</b> .....	2
<b>Letter from the Board</b> .....	4
<b>Appendix I – Biographies of the directors proposed to be re-elected</b> .....	7
<b>Appendix II – Explanatory statement to share repurchase mandate</b> .....	10
<b>Notice of the Annual General Meeting</b> .....	13

---

## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

---

In view of the ongoing COVID-19 pandemic, the Company will implement necessary preventive measures at the AGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including:

- (i) Compulsory body temperature checks for all attendees at the entrance of the AGM venue. Any person with a body temperature of 37.3 degrees Celsius or above will not be allowed to attend the AGM.
- (ii) Prohibition from attendance at the AGM if the attendee has a fever. Persons exhibiting flu-like symptoms may also be refused admittance to the venue of the AGM.
- (iii) All attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the AGM.
- (iv) Appropriate proper distance between seats in line with the guidance from the Hong Kong Government will be maintained. Attendees are advised to maintain appropriate social distance with each other at all times when attending the AGM.
- (v) Any person who has travelled outside Hong Kong within 14 days immediately before the AGM (“**recent travel history**”), is subject to quarantine or self-quarantine in relation to COVID-19, or has close contact with any person under quarantine or with recent travel history shall not attend the AGM.
- (vi) No refreshments will be provided at the AGM.

To the extent permitted under the laws, regulations and Listing Rules, the Company reserves the rights to deny entry into the AGM venue or require any person, who does not comply with the precautionary measures, to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

The proxy form is attached to the AGM Circular for Shareholders who opt to receive physical circulars. 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.

---

## DEFINITIONS

---

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

“AGM”	the annual general meeting of the Company to be held on 30 September 2021 at 3:00 p.m. at 14/F Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong
“associates”	has the meaning ascribed to it in the Listing Rules
“Board”	the board of Directors
“Bye-laws”	Bye-laws of the Company
“Company”	China Automobile New Retail (Holdings) Limited, a company incorporated in Bermuda with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	the lawful currency for the time being of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the proposed general mandate to be granted to the Directors to allot, issue and deal with Shares with an aggregate nominal value not exceeding 20% of the number of issued shares of the Company as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	7 September 2021, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Repurchase Mandate”	the proposed general mandate to be granted to the Directors to exercise the powers of the Company to repurchase Shares up to a maximum of 10% of the aggregate number of issued shares of the Company as at the date of passing of the relevant resolution granting such mandate

---

## DEFINITIONS

---

“Shareholder(s)”	the holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers as amended from time to time
“%”	per cent.

---

## LETTER FROM THE BOARD

---



# CHINA AUTOMOBILE NEW RETAIL (HOLDINGS) LIMITED 中國汽車新零售（控股）有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 526)**

*Executive Directors*

Mr Li Lixin  
Mr Cheng Jianhe  
Ms Jin Yaxue

*Registered office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Non-executive Director*

Ms Cheng Weihong

*Principal place of business in Hong Kong:*

Workshop 06 & 07, 36th Floor,  
King Palace Plaza,  
No. 52A Sha Tsui Road,  
Tsuen Wan, New Territories,  
Hong Kong

*Independent Non-executive Directors*

Mr He Chengying  
Mr Shin Yick Fabian  
Mr Kwong Kwan Tong

8 September 2021

*To the Shareholders*

Dear Sir/Madam,

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

### INTRODUCTION

The purpose of this circular is to give you information regarding (i) re-election of Directors (ii) grant of the Issue Mandate and (iii) grant of the Repurchase Mandate. This circular contains the explanatory statement required to be given to the Shareholders in compliance with the Listing Rules and to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolutions in the AGM.

---

## LETTER FROM THE BOARD

---

### **PROPOSED RE-ELECTION OF DIRECTORS**

According to Bye-law 87, at each annual general meeting one-third of the Directors (including the chairman of the Board and/or the managing director of the Company) for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall retire from office by rotation at least once every three years. Accordingly Mr Li Lixin, executive Director, and Mr Shin Yick Fabian and Mr Kwong Kwan Tong, independent non-executive Directors, shall retire at the AGM and, being eligible, offer themselves for re-election.

Biographies of the Directors to be re-elected at the AGM are set out in Appendix I to this circular.

### **GENERAL MANDATE TO ISSUE SHARES**

At the AGM, an ordinary resolution will be proposed that the Directors be given a general and unconditional mandate to allot and issue further Shares representing up to 20 per cent of the aggregate number of issued Shares of the Company at the date of passing the resolution. In addition, if the resolution for the granting of the Repurchase Mandate is passed, a resolution will be proposed to authorise the Directors to allot and issue Shares up to an amount equal to the aggregate number of Shares purchased under the Repurchase Mandate.

As at the Latest Practicable Date, the total number of issued shares of the Company comprised 8,044,020,391 Shares. Assuming that there is no change in the number of issued shares of the Company between the period from the Latest Practicable Date and the date of passing the resolution approving the Issue Mandate, the maximum number of Shares which may be issued pursuant to the Issue Mandate will be 1,608,804,078 Shares.

### **GENERAL MANDATE TO REPURCHASE SHARES**

At the AGM, an ordinary resolution will also be proposed that the Directors be given a general and unconditional mandate to exercise all powers of the Company to repurchase the Shares subject to the criteria set out in this circular. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase shall not exceed such number as represents 10 per cent of the number of issued Shares of the Company on the date of the passing of the resolution. The Company's authority is restricted to purchases made on the Stock Exchange and otherwise in accordance with the Listing Rules. An explanatory statement to the Repurchase Mandate is set out in Appendix II to this circular.

---

## LETTER FROM THE BOARD

---

### AGM

Notice of the AGM is set out on pages 13 to 15 of this circular. All resolutions to be proposed at the AGM will be voted on by poll.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend, you are advised to complete and return the enclosed form of proxy, in accordance with the instructions printed thereon and deposit the same with the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited of 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 of the meeting or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

### RECOMMENDATION

The Directors consider that the re-election of the Directors, the granting of the Issue Mandate and Repurchase Mandate are in the interest of the Company and the Shareholders as a whole and so recommend you to vote in favour of all the relevant resolutions to be proposed at the AGM.

### 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.

Yours faithfully

By Order of the Board

**CHINA AUTOMOBILE NEW RETAIL (HOLDINGS) LIMITED**

**Cheng Jianhe**

*Director*

*This appendix sets out the brief biography of each of the Directors to be re-elected at the AGM.*

### **Executive Director**

**Mr LI Lixin** (“**Mr. Li**”), aged 53, is the executive Director. Mr Li holds an Executive Master of Business Administration degree from Fudan University, and is the founder and current chairman of a private group of companies established in the PRC. The principal businesses of this private group include import and export business, chain supermarkets, commercial real estate development and operation management, real property development and investment holding. The group also has investments in real property development, printing business and local bank in the PRC. Mr Li has 30 years of experience in the manufacture and sale of plastic and hardware products and products for daily consumption.

Mr Li was a committee member of the Eleventh National Committee of the Chinese People’s Political Consultative Conference, an executive committee member of National Industrial and Commercial Union. He is currently a committee member of the Twelfth Zhejiang Province Committee of the Chinese People’s Political Consultative Conference, the vice chairman of the China Plastics Processing Industry Association and Ningbo City Industrial and Commercial Union.

Mr Li was awarded the title of model worker in Ningbo City for the years 2001 to 2003. He was awarded the titles of “Outstanding Builder of Socialist Undertakings of Chinese Characteristics” in 2003 and 2006 by the People’s Governments of Ningbo City and Zhejiang Province respectively and was renowned for his contribution to the “Honourable Undertakings” and “Shining Star” promotional programme by the People’s Government of Zhejiang Province. He was appointed as non-executive Director in September 2008 and redesignated as executive Director in April 2011; appointed as chairman of the Company and the Group in September 2008 and resigned as chairman in November 2019.

Mr Li did not hold any other directorship in any public listed companies in the last three years. Mr Li’s appointment has no fixed term which is subject to retirement by rotation and re-election at the annual general meeting of the Company. There is no service contract between Mr Li and the Company. Mr Li is not entitled to any remuneration. Mr Li is a director in various subsidiaries of the Company. Mr Li does not have any relationship with any directors, senior management or substantial or controlling shareholder of the Company, nor does he hold any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, Mr Li is interested in 2,755,137,680 Shares. Save as aforesaid, Mr Li has no other interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no information to be disclosed by Mr Li pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no other information that need to be brought to the attention of the shareholders.

**Independent Non-executive Directors**

**Mr SHIN Yick Fabian** (“**Mr Shin**”), aged 53, is an independent non-executive Director, chairman of the audit committee and member of the remuneration committee and nomination committee of the Company. Mr Shin is currently a non-executive director of Pak Tak International Limited (2668.HK), an independent director of Olympic Circuit Technology Co., Ltd (SH.603920), and an independent non-executive director of Newton Resources Limited (1231.HK) and ZhengyeInternational Holdings Company Limited (3363.HK).

Mr Shin was an independent non-executive director of BIO-Key International, Inc (NASDAQ: BKYI), China Tianrui Automotive Interiors Co., Ltd (6162.HK), and Huabang Financial Holdings Limited (3638.HK).

Mr Shin graduated from the University of Birmingham in England with a bachelor’s degree in commerce. After graduation, he worked in the audit department of Deloitte Touche Tohmatsu. He had also worked in a listed company in Hong Kong as group financial controller and company secretary. He is a fellow member of Hong Kong Institute of Certified Public Accountants, Association of Chartered Certified Accountants, Institute of Chartered Secretaries and Administrators and the Hong Kong Institute of Company Secretaries. He joined the Group in 2013.

The Securities and Futures Commission of Hong Kong (the “**SFC**”) on 16 September 2020 imposed a public sanction against Mr Shin to prohibit Mr Shin, a former responsible officer and chief executive officer of a licensed corporation (the “**Licensed Corporation**”), from re-entering the industry for 20 months from 15 September 2020 to 14 May 2022 for breaching the Code of Conduct for Persons Licensed by or registered with the Securities and Futures Commission and the Additional Fit and Proper Guidelines for Corporations and Authorized Financial Institutions applying or continuing to act as Sponsors and Compliance Advisers. The Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) published a press release on 25 August 2021 in conclusion that Mr. Shin failed or neglected to observe, maintain or otherwise apply the fundamental principle of professional behaviour under sections 100.5(e) and 150 of the applicable Code of Ethics for Professional Accountants for his failure to discharge his duties as the sponsor principal, a responsible officer and the chief executive officer of the Licensed Corporation and in breach of the relevant rules and regulations of the SFC. The HKICPA also concluded that Mr. Shin be reprimanded and pay the costs of the HKICPA of HK\$15,000.

Save as disclosed above, Mr Shin did not hold any other directorship in any public listed companies in the last three years. Mr Shin’s appointment will be for a term of three years commencing from the date of election, subject to retirement by rotation and re-election at the annual general meeting of the Company. There is no service contract between Mr Shin and the Company. Mr Shin is entitled to an annual remuneration of HK\$264,000 which was determined by the Board with reference to his duties and responsibilities with the Company. Mr Shin does not have any relationship with any directors, senior management or substantial or controlling shareholder of the Company. Save as disclosed, he does not hold any other position with the Company or any of its subsidiaries. As at the Latest Practicable Date, Mr Shin does not have any interests in the securities of the Company within the meaning of Part XV of the Securities and Futures Ordinance. There is no information to be disclosed by Mr Shin pursuant to Rule 13.51(2) (h) to (v) of the Listing Rules and there is no other information that need to be brought to the attention of the Shareholders.

**Mr KWONG Kwan Tong** (“**Mr Kwong**”), aged 55, is an independent non-executive Director, chairman of the remuneration committee and member of the audit committee of the Company. Mr Kwong is currently the Overseas Chief Financial Officer, Company Secretary and Authorised Representative of Weichai Power Co., Ltd., a company listed on Hong Kong stock exchange (stock code: 2338) and Shenzhen stock exchange (stock code: 000338). Mr Kwong obtained a diploma in accountancy from the Morrison Hill Technical Institute in Hong Kong in 1987. He is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants and the Chartered Institute of Management Accountants. He has over 30 years’ experience in accounting, internal audit and financial management fields. He joined the Group in September 2018.

Save as disclosed, Mr Kwong did not hold any other directorship in any public listed companies in the last three years. There is no service contract between Mr Kwong and the Company. Mr Kwong’s appointment is for a fixed term of three years subject to retirement and re-election at the annual general meeting of the Company. Mr Kwong is entitled to a remuneration of HK\$240,000 per annum. Mr Kwong has no relationship with any directors, senior management or substantial or controlling shareholder of the Company. As at the Latest Practicable Date, Mr Kwong no interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance. Mr Kwong does not hold any other position with the Company or any of its subsidiaries. There is no information required to be disclosed by Mr Kwong pursuant to Rule 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited and there is no other information that need to be brought to the attention of the shareholders.

This appendix serves as an explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide you with the information necessary for your consideration of the Repurchase Mandate.

### **1. SHARE CAPITAL**

On the Latest Practicable Date, there were in issue an aggregate of 8,044,020,391 ordinary Shares of HK\$0.01 each in the Company. Exercise in full of the Repurchase Mandate, on the basis that no further Shares of the Company are issued or repurchased prior to the date of the AGM, would result in up to a maximum of 804,402,039 Shares being repurchased by the Company. The Repurchase Mandate allows the Company to make or agree to make purchases only during the period ending on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or by the Bye-laws (as amended from time to time) or the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

### **2. REASON FOR REPURCHASE SHARES**

Although the Directors have no present intention of repurchasing any Shares, they consider that the Repurchase Mandate will provide the Company the flexibility to make such repurchase as and when appropriate and is beneficial to the Company. Such repurchases may enhance the Company's net asset value and/or earnings per share. The Directors would only make such purchases in circumstances whereby they consider them to be in the best interests of the Company and the Shareholders as a whole.

As compared with the financial position of the Company at 31 March 2021 (being the date to which the latest audited financial statements of the Company have been made up), the Directors consider that there might be material adverse impact on the working capital and on the gearing position of the Company in the event that the Repurchase Mandate were exercised in full. No repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

### **3. FUNDING OF REPURCHASES**

Repurchase of the Shares will be funded entirely from the Company's available cash flow or working capital facilities, and will, in any event, be made out of funds legally available for the repurchase in accordance with the Bye-laws (as amended from time to time) and the applicable laws of Bermuda. Under the laws of Bermuda, the repurchased Shares will be cancelled and the Company's issued share capital will be reduced by the nominal value of those repurchased Shares accordingly. However, the aggregate amount of the Company's authorised share capital will not be reduced.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the twelve months preceding the Latest Practicable Date respectively are as follows:

	<b>Share Prices</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
<b>2020</b>		
September	0.193	0.067
October	0.178	0.067
November	0.128	0.082
December	0.108	0.067
<b>2021</b>		
January	0.184	0.09
February	0.107	0.08
March	0.104	0.086
April	0.095	0.076
May	0.095	0.06
June	0.088	0.062
July	0.068	0.068
August	0.068	0.068
September (up to the Latest Practicable Date)	0.068	0.034

#### 5. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed resolution in accordance with the Listing Rules, all applicable laws of Bermuda, and in accordance with the regulations set out in the memorandum of association and Bye-laws (as amended from time to time).

#### 6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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

No core connected person of the Company (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any Shares to the Company nor has he/she undertaken not to sell any Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares.

**7. EFFECT OF TAKEOVERS CODE**

If, as a result of repurchase of Shares by the Company, 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 group of Shareholders acting in concert, may be treated, as a result of repurchase of Shares by the Company, as having obtained or consolidated control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Mr Li Lixin ("Mr Li"), executive Director of the Company, together with his controlled corporations and his son, had in aggregate 2,770,703,680 Shares, representing 34.44% of the Shares of the Company in issue.

In the event that the Directors should exercise the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the increase of the shareholding of Mr Li may trigger the mandatory offer obligations under the Takeovers Code for Mr Li unless a waiver is granted by the Securities and Futures Commission. The Directors do not presently envisage exercising the Repurchase Mandate to effect on-market repurchase of Shares in circumstances where this will trigger such mandatory general offer obligations for Mr Li under the Takeovers Code.

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

In the six months preceding the Latest Practicable Date, no Shares have been repurchased by the Company (whether on the Stock Exchange or otherwise).

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---



### CHINA AUTOMOBILE NEW RETAIL (HOLDINGS) LIMITED 中國汽車新零售（控股）有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 526)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of China Automobile New Retail (Holdings) Limited (中國汽車新零售(控股)有限公司) (“Company”) will be held at 14/F Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on 30 September 2021 at 3:00 p.m. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors (“Directors”) and auditors of the Company for the year ended 31 March 2021.
2.
  - (a) To re-elect Mr Li Lixin as executive Director;
  - (b) To re-elect Mr Shin Yick Fabian as independent non-executive Director;
  - (c) To re-elect Mr Kwong Kwan Tong as independent non-executive Director;
  - (d) To authorize the board of Directors to fix the remunerations of the Directors.
3. To appoint KPMG as the Company’s auditor until the conclusion of the forthcoming annual general meeting and to authorise the board of Directors to fix their remuneration.

As special business, to consider and, if thought fit, pass the following resolutions as ordinary resolutions:

4. **“THAT**
  - (a) subject to paragraph (c), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
  - (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

(c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (as defined below) or the exercise of the subscription rights under the share option scheme of the Company, shall not exceed 20 per cent of the aggregate number of issued shares of the Company as at the date of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the bye-laws of the Company (“Bye-laws”) or any applicable laws to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

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

5. **“THAT**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the aggregate number of issued shares of the Company as at the date of this resolution and the said approval be limited accordingly; and

---

## NOTICE OF THE ANNUAL GENERAL MEETING

---

(c) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws or any applicable laws to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. “**THAT** conditional upon resolution no. 5 above being passed, the aggregate number of shares in the capital of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in resolution no. 5 above shall be added to the aggregate number of shares that may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to resolution no. 4 above.”

By Order of the Board  
**CHINA AUTOMOBILE NEW RETAIL (HOLDINGS) LIMITED**  
**Cheng Jianhe**  
*Director*

Date: 8 September 2021

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited of Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the meeting or any adjournment thereof should they so wish.
4. In order to attend the AGM, all transfers of Shares, accompanied by the relevant share certificates and transfer forms, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited of Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 3:00 p.m. on Monday, 28 September 2021.

*As at the date of this notice, the Board comprises Mr Li Lixin, Mr Cheng Jianhe and Ms Jin Yaxue being executive Directors, Ms Cheng Weihong being non-executive Director, Mr He Chengying, Mr Shin Yick Fabian and Mr Kwong Kwan Tong being independent non-executive Directors.*