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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 SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Special General Meeting**” or “**SGM**”) of GOME Retail Holdings Limited (the “**Company**”) will be held on Tuesday, 25 January 2022, at 2:30 p.m. at Canvas Room, 26/F, The Park Lane Hong Kong, 310 Gloucester Road, Causeway Bay, Hong Kong to consider and, if thought fit, approve with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT** the 2022 Master Merchandise Purchase Agreement, a copy of which is produced at the meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereby (including the annual caps thereunder) be and is hereby approved and confirmed and any one director of the Company be and is hereby authorised to do all such acts or things and sign all documents deemed necessary by him/her for the purpose of giving effect to the 2022 Master Merchandise Purchase Agreement and the transactions contemplated thereunder.”
2. “**THAT** the 2022 Master Merchandise Supply Agreement, a copy of which is produced at the meeting and marked “B” and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereby (including the annual caps thereunder) be and is hereby approved and confirmed and any one director of the Company be and is hereby authorised to do all such acts or things and sign all documents deemed necessary by him/her for the purpose of giving effect to the 2022 Master Merchandise Supply Agreement and the transactions contemplated thereunder.”
3. “**THAT** the First 2022 Services Agreement, a copy of which is produced at the meeting and marked “C” and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereby (including the annual caps thereunder) be and is hereby approved and confirmed and any one director of the Company be and is hereby authorised to do all such acts or things and sign all documents deemed necessary by him/her for the purpose of giving effect to the First 2022 Services Agreement and the transactions contemplated thereunder.”

* *For identification purpose only*

4. “**THAT** the Second 2022 Services Agreement, a copy of which is produced at the meeting and marked “D” and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereby (including the annual caps thereunder) be and is hereby approved and confirmed and any one director of the Company be and is hereby authorised to do all such acts or things and sign all documents deemed necessary by him/her for the purpose of giving effect to the Second 2022 Services Agreement and the transactions contemplated thereunder.”
5. “**THAT** the First 2022 Offline Display Services Agreement, a copy of which is produced at the meeting and marked “E” and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereby (including the annual caps thereunder) be and is hereby approved and confirmed and any one director of the Company be and is hereby authorised to do all such acts or things and sign all documents deemed necessary by him/her for the purpose of giving effect to the First 2022 Offline Display Services Agreement and the transactions contemplated thereunder.”
6. “**THAT** the Second 2022 Offline Display Services Agreement, a copy of which is produced at the meeting and marked “F” and initialed by the chairman of the meeting for the purpose of identification, and the transactions contemplated thereby (including the annual caps thereunder) be and is hereby approved and confirmed and any one director of the Company be and is hereby authorised to do all such acts or things and sign all documents deemed necessary by him/her for the purpose of giving effect to the Second 2022 Offline Display Services Agreement and the transactions contemplated thereunder.”

CLOSURE OF SHAREHOLDERS’ REGISTER

For the purpose of determining the list of shareholders who are entitled to attend and vote at the SGM, the shareholders’ register of the Company will be closed on Tuesday, 25 January 2022. No transfer of shares of the Company will be registered on this day. In order to qualify to attend and vote at the SGM, 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 Monday, 24 January 2022.

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

Hong Kong, 7 January 2022

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 SGM is entitled to appoint another person as his proxy to attend and vote instead of him. 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 SGM 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 SGM 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 SGM 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.
7. Words and expressions that are not expressly defined in this notice shall bear the same meaning as that defined in the circular dated 7 January 2022 published by the Company.