
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 you should take, 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 shares in **China MeiDong Auto Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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China MeiDong Auto Holdings Limited **中國美東汽車控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1268)

PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RETIREMENT OF DIRECTOR, PROPOSED RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

The notice convening an annual general meeting of China MeiDong Auto Holdings Limited to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 24 May 2022 at 11:30 a.m. is set out on pages 17 to 23 of this circular. Whether or not you are able to attend the annual general meeting in person, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 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 the holding of the annual general meeting (or any adjournment thereof). Such form of proxy is also published on The Stock Exchange of Hong Kong Limited's HKExnews website at www.hkexnews.hk and the Company's website at www.meidongauto.com. Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting (or any adjournment thereof) should you so wish.

PRECAUTIONARY MEASURES FOR THE AGM

Please refer to page ii of this circular for the measures to be implemented at the AGM to safeguard the health and safety of the attendees and to prevent the spread of the Novel Coronavirus ("COVID-19") pandemic, including without limitation:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and no serving of refreshments

Any person who does not comply with the precautionary measures may be denied entry into the AGM venue or be required to leave the AGM venue. The Company reminds all Shareholders that physical attendance in person at the AGM is **NOT** necessary for the purpose of exercising voting rights and would like to encourage Shareholders to appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM, instead of attending the AGM in person.

20 April 2022

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong government at <https://www.chp.gov.hk/tc/features/102742.html>), the Company will implement necessary preventive measures at the forthcoming AGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including:

- (i) Compulsory body temperature check will be conducted on every Shareholder, proxy and other attendees at the entrance of the AGM venue and a health registration form must be filled out. Any person with a body temperature of over 37.2 degrees Celsius will be denied entry into the AGM venue or be required to leave the AGM venue.
- (ii) Attendees are required to prepare his/her own surgical face masks and wear the same inside the AGM venue at all times, and to maintain a safe distance between seats. Therefore, the number of seats at the AGM venue will be subject to restrictions and if necessary, the Company may restrict the number of people attending the AGM to avoid overcrowding at the venue.
- (iii) Attendees may be asked about matters such as whether (a) he/she has travelled outside of Hong Kong within the 14-day period immediately before the AGM; and (b) he/she is currently subject to compulsory quarantine prescribed by the Hong Kong Government. Anyone who responds to any of these questions in the affirmative may be denied entry into the AGM venue or be required to leave the AGM venue.
- (iv) No corporate gifts will be distributed and no refreshments will be served.
- (v) The number of management of the Company attending the AGM in person will also be subject to restrictions. The Directors who will not attend the meeting in person will participate by video conference.

To the extent permitted under law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue in order to ensure the safety of the attendees at the AGM.

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

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

If any Shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter to our email at info@meidongauto.com.

If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre 183 Queen's Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
HK Tel: (852) 2980 1333
Fax: (852) 2810 8185

Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 24 May 2022 at 11:30 a.m., or any adjournment thereof, to consider and, if appropriate, to approve the resolutions contained in the notice of the annual general meeting which is set out on pages 17 to 23 of this circular
“Articles of Association”	the articles of association of the Company, as may be amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“Company”	China MeiDong Auto Holdings Limited, an exempted company incorporated with limited liability under the laws of the Cayman Islands, 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\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to allot, issue and/or deal with Shares during the period as set out in the Ordinary Resolution No. 4 in the notice of the AGM
“Latest Practicable Date”	11 April 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum”	the memorandum of association of the Company, as may be amended, supplemented or otherwise modified from time to time
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular, Hong Kong, Macau and Taiwan, unless otherwise specified
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise the powers of the Company to repurchase Shares on the Stock Exchange or on another stock exchange on which the securities of the Company may be listed and recognized for this purpose by The Securities and Futures Commission of Hong Kong and the Stock Exchange during the period as set out in the Ordinary Resolution No. 5 in the notice of the AGM
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Codes”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong, as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Ye Family Trust”

The Ye Family Trust 2012, a trust set up pursuant to a trust deed dated 27 July 2012 where Mr. YE Fan is the settlor, and Mr. YE Fan, Mr. YE Tao and certain of their respective family members are beneficiaries

“%”

per cent

In this circular, the terms “close associate(s)”, “core connected person(s)”, “controlling shareholder(s)”, “subsidiary/subsidiaries” and “substantial shareholder(s)” shall have the meanings given to such terms in the Listing Rules, unless the context otherwise requires.

LETTER FROM THE BOARD



China MeiDong Auto Holdings Limited

中國美東汽車控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1268)

Executive Directors:

Mr. YE Fan (*Chairman*)

Mr. YE Tao (*Chief Executive Officer*)

Ms. LUO Liuyu

Independent Non-executive Directors:

Mr. CHEN Guiyi

Mr. WANG, Michael Chou

Mr. JIP Ki Chi

Registered Office:

Cricket Square

Hutchins Drive, PO Box 2681

Grand Cayman, KY1-1111

Cayman Islands

***Principal Place of Business
in Hong Kong:***

Room 2404, 24th Floor

World-Wide House

19 Des Voeux Road Central

Hong Kong

20 April 2022

To the Shareholders

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
RETIREMENT OF DIRECTOR,
PROPOSED RE-ELECTION OF RETIRING DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information regarding the proposed resolutions to be put forward at the AGM, including: (1) the granting of the Issue Mandate and the Repurchase Mandate to the Directors; (2) the proposed re-election of retiring Directors; and to give notice of the AGM at which the resolutions will be proposed to consider, and if thought fit, approve at the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO REPURCHASE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to repurchase Shares pursuant to the Listing Rules, approval is to be sought from the Shareholders for the Repurchase Mandate. At the AGM, an ordinary resolution will be proposed to grant to the Directors the Repurchase Mandate, details of which are set out in Ordinary Resolution No. 5 in the notice of the AGM. The Shares which may be repurchased by the Company pursuant to the Repurchase Mandate shall not exceed 10% of the number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

The Repurchase Mandate, if approved, will continue in force until the earliest 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 any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

The Company has no intention of exercising the Repurchase Mandate at the moment.

An explanatory statement in compliance with the Listing Rules, giving all the necessary information regarding the proposed Repurchase Mandate, is set out in Appendix I hereto. The information in the explanatory statement is provided you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution on granting the Repurchase Mandate to the Directors.

GENERAL MANDATE TO ISSUE SHARES

In addition, two ordinary resolutions, namely the Issue Mandate and an extension of the Issue Mandate by an additional number of Shares repurchased under the Repurchase Mandate, will be proposed at the AGM to grant to the Directors (i) a general and unconditional mandate to allot, issue and deal with new Shares not exceeding 20% of the number of issued Shares as at the date of passing of the relevant resolution in relation to the Issue Mandate; and (ii) an extension to such general mandate so granted to the Directors by adding thereto any Shares repurchased by the Company pursuant to the Repurchase Mandate subject to the passing of the resolution in relation to the Repurchase Mandate.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,270,367,364 Shares. Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased, nor divided or consolidated after the Latest Practicable Date and up to the AGM, the Company will be allowed to issue a maximum of 254,073,472 Shares.

LETTER FROM THE BOARD

Details of the Issue Mandate and the extension of the Issue Mandate are respectively set out in the notice of the AGM. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the Issue Mandate.

The Issue Mandate will continue in force from the passing of the said resolution until whichever of the following first occurs: (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 any applicable laws or the Articles of Association to be held; and (iii) the revocation or variation of the authority given under the resolution by an ordinary resolution of the Shareholders in a general meeting.

RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 105 of the Articles of Association, at each annual general meeting, one-third of the Directors, who have been longest in office since their last re-election, shall retire from office by rotation, provided that each Director will be subject to retirement by rotation at least once every three years. Accordingly, Mr. JIP Ki Chi (an independent non-executive Director) and Ms. LUO Liuyu (an executive Director) will retire from office by rotation at the AGM and both of them, being eligible, would offer themselves for re-election at the AGM. Separate resolution will be proposed for the re-appointment of each of Mr. JIP and Ms. LUO.

The nomination committee of the Company (the “**Nomination Committee**”) considered and assessed the suitability of the above retiring Directors for re-election in accordance with, among other things, the Company’s nomination policy and Board diversity policy, before recommending the re-election of both Mr. JIP and Ms. LUO to the Board.

The Nomination Committee has considered and assessed the merit and contribution of Mr. JIP and Ms. LUO will bring to the Board, among other things, the qualifications, knowledge, skills, experience and background, and willingness to devote sufficient time to discharge duties, contribution to the Board, of each of the above retiring Directors for re-election. It also took into account, among other things, the need, balance, structure and size of the Board, as well as the various diversity aspects set out in the Board diversity policy, including but not limited to gender, age, race, language, cultural and education background, industry and professional experience, and skill and knowledge.

All the above retiring Directors have shown devotion and commitment to the Board by bringing in fresh perspectives and providing constructive comments at Board and committee meetings during their tenure.

LETTER FROM THE BOARD

Mr. JIP Ki Chi was first appointed as an independent non-executive Director with effect from 15 November 2013. If re-elected, Mr. JIP will be servicing for more than nine years by November 2022. The Company has received from Mr. JIP a confirmation of independence pursuant to Rule 3.13 of the Listing Rules. Mr. JIP is not engaged in any executive management functions of the Group. He has extensive experience in accounting, finance, management and company secretarial field and has worked as chief financial officer and company secretary of other public companies. During his years of service, Mr. JIP has provided valuable contribution to the Group with his independent and external viewpoint, together with his insight on the Company's business, operations, future development and strategy from his professional experience. The Board and the Nomination Committee also considered Mr. JIP's character, integrity, ability and experience, and is of the view that Mr. JIP will be able to continue to fulfill his role independently as required effectively. In light of the above, the Board, with the recommendation of the Nomination Committee, considers Mr. JIP to still be independent.

The Board recommends both Mr. JIP and Ms. LUO to be re-elected at the AGM.

Brief biographical details of the above-mentioned Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

ANNUAL GENERAL MEETING

A notice convening the AGM, which contains, among other things, the ordinary resolutions in relation to granting the Directors the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate and the re-election of the retiring Directors, is set out on pages 17 to 23 of this circular.

ACTION TO BE TAKEN

A form of proxy for use at the AGM is enclosed with this circular. Such form of proxy is also published on the Stock Exchange's HKExnews website at www.hkexnews.hk and the Company's website at www.meidongauto.com. Whether or not you are able to attend the AGM in person, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the office of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, 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 AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting (as the case may be) if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

LETTER FROM THE BOARD

VOTING BY POLL

According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting (save for certain procedural or administrative matters) must be taken by poll. Therefore, the chairman of the AGM shall demand a poll for each and every resolution put forward at the AGM pursuant to Article 72 of the Articles of Association.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorized representative shall have one vote for every fully paid Share of which it is the holder. A Shareholder entitled to more than one vote on a poll needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

The Company will appoint scrutineers to handle vote-taking procedures at the AGM. An announcement on the poll results will be made by the Company after the AGM pursuant to Rule 13.39(5) of the Listing Rules.

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.

RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the opinion that the proposed resolutions set forth in the notice of AGM are in the best interests of the Company, the Group and the Shareholders taken as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

LETTER FROM THE BOARD

GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Explanatory Statement for the Repurchase Mandate) and Appendix II (Details of Retiring Directors to be Re-elected) to this circular.

Yours faithfully,
By Order of the Board
YE Fan
Chairman

1. LISTING RULES

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their fully paid own shares on the Stock Exchange subject to certain restrictions. This Appendix serves as an explanatory statement given to all the Shareholders, as required by the Listing Rules, to provide requisite information of the proposed Repurchase Mandate.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders taken as a whole. Such repurchases 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 of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. SHARE CAPITAL

As at the Latest Practicable Date, the issued Share capital of the Company comprised 1,270,367,364 Shares.

Subject to the passing of Ordinary Resolution No. 5 in the notice of the AGM and on the basis that no further Shares will be issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 127,036,736 Shares during the period from the date of passing of Ordinary Resolution No. 5 set out in the notice of the AGM up to (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 Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation, variation or renewal of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever is the earliest.

4. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company is empowered by its Articles of Association to repurchase its Shares. Under the laws of the Cayman Islands, the capital portion payable on a repurchase by the Company may be paid out of the profits of the Company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, subject to the applicable laws of the Cayman Islands and the Articles of Association, out of capital and, in

the case of any premium payable on a repurchase, such premium may be paid out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, subject to the applicable laws of the Cayman Islands and the Articles of Association, out of capital.

5. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2021) in the event that the Repurchase Mandate is to be exercised in full. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or on its gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the Repurchase Mandate only in accordance with the Listing Rules, the Memorandum and the Articles of Association and the applicable laws of the Cayman Islands.

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

As at the Latest Practicable Date, no core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

7. TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning of the Takeovers Code), depending

on the level of the increase of the Shareholder's interest, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Apex Sail Limited directly held 702,712,000 Shares, representing approximately 55.32% of the issued share capital of the Company. Apex Sail Limited is a wholly-owned subsidiary of Apex Holdings Enterprises Limited, whose entire issued share capital is held by Fiducia Suisse SA (wholly owned by Mr. David Henry Christopher HILL), the trustee of the Ye Family Trust where Mr. YE Fan is the settlor, and Mr. YE Fan and Mr. YE Tao and some of their respective family members are discretionary objects. Mr. YE Fan, Apex Holdings Enterprises Limited (being a trust asset of the Ye Family Trust) and Apex Sail Limited are deemed as the controlling shareholders (as defined in the Listing Rules) of the Company and each of them was deemed to be interested in 702,712,000 Shares as at the Latest Practicable Date.

In the event that the Directors exercise the proposed Repurchase Mandate in full, the beneficial interest of Apex Sail Limited will be increased to approximately 61.46% of the issued share capital of the Company. Such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in the number of Shares held by the public being reduced to less than 25% of the total issued Shares nor to an extent as would result in an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

8. SHARE REPURCHASE MADE BY THE COMPANY

Neither our Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

9. SHARE PRICES

The highest and lowest prices per Share at which Shares were traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest (HK\$)	Lowest (HK\$)
2021		
April	39.70	32.65
May	43.60	37.30
June	43.60	37.10
July	48.40	39.55
August	45.30	37.05
September	42.65	37.10
October	45.00	38.25
November	42.25	36.05
December	43.80	33.05
2022		
January	41.50	31.90
February	40.80	35.80
March	37.35	24.70
April (up to the Latest Practicable Date)	29.90	25.80

Pursuant to the Listing Rules, the particulars of the Directors who will retire and are proposed to be re-elected at the AGM according to the Articles of Association are set out as follows:

Ms. LUO Liuyu (Executive Director)

Ms. LUO Liuyu (羅劉玉), aged 38, has been the vice president of human resources and administration unit of the Group's Company, Dongguan Meixin Business Consulting Co., Ltd, and she is primarily responsible for the overall human resources management and planning of the Group, including recruitment, job allocation, training, formulating remuneration and fringe benefit policies, etc. Ms. Luo joined the Group as a finance supervisor in September 2007 and was then in charge of the management of the finance department, including fund and assets management, internal auditing, costs control management and financial statements preparation. Before Ms. Luo joined the Group, she worked for Dongguan Zhicheng Trading Company Limited as accounting supervisor, taking charge of the daily operations of finance department and other accounting functions. Ms. Luo completed a three-year professional study programme in Finance in Dongguan University of Technology in 2007 and a financial management degree from Peking University in 2015.

Pursuant to an appointment letter signed between Ms. LUO Liuyu and the Company, Ms. LUO Liuyu's appointment is without any specific length or proposed length of services which continues until terminated by either party giving not less than three months' notice in writing to the other party. Ms. LUO Liuyu is subject to retirement by rotation and re-election in accordance with the Articles of Association. Ms. LUO Liuyu is entitled to emoluments of RMB720,000 per annum and where applicable, discretionary bonuses and other allowances and benefits in kind under her appointment letter, which is determined by the Board and reviewed by the remuneration committee of the Board from time to time with reference to her duties, responsibilities and performance, comparable market statistics and the performance of the Company. Ms. Luo's total emoluments for the year ended 31 December 2021 was RMB1,721,000.

As at the Latest Practicable Date, Ms. Luo is interested in 1,478,000 Shares, being 48,000 Shares held by her and 1,430,000 underlying Shares derived from the share options granted to her.

As at the Latest Practicable Date, save as disclosed above, Ms. LUO Liuyu does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company and does not have any other interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other matters relating to the re-election of Ms. Luo which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rule 13.51(2) of the Listing Rules.

Mr. JIP Ki Chi (Independent Non-Executive Director)

Mr. JIP Ki Chi (葉奇志), aged 52, was appointed as an independent non-executive Director with effect from 15 November 2013. Mr. Jip is currently the chief financial officer and company secretary of Sun Entertainment Group Limited (formerly known as “Sage International Group Limited”) (Stock code: 8082.HK) and acts as an independent non-executive director of Hebei Yichen Industrial Group Corporation Limited (Stock code: 1596.HK). Mr. Jip was awarded a Bachelor degree of Business in Accountancy from Queensland University of Technology, Australia in 1994, and a Master degree in Business Administration from the University of Adelaide, Australia in 2008. Mr. Jip is a Certified Practising Accountant of CPA Australia (CPA (Aust.)). He obtained his qualification as a fellow member of Hong Kong Institute of Certified Public Accountants in 2007 (FCPA). Mr. Jip has a wealth of experience in accounting, finance, management and company secretarial field, and has worked as the chief financial officer and company secretary of Inventronics Holdings Limited and Zhong Da Mining Limited, the financial controller and company secretary of Aceso Life Science Group Limited (Stock code: 474.HK) (formerly known as Hao Tian Development Group Limited) and the financial controller of Wah Shing Group.

Mr. Jip has entered into an appointment letter and his term of service shall continue unless and until terminated by either party giving the other not less than three months’ notice in writing. Mr. Jip is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Jip is entitled to a director’s fee of HK\$166,560 per annum under his appointment letter, which is determined by the Board and review by the remuneration committee of the Board from time to time with reference to his duties, responsibilities and performance, comparable market statistics and the performance of the Company. Mr. Jip received total emoluments of HK\$166,560 for the year ended 31 December 2021.

As at the Latest Practicable Date, Mr. Jip is interested in 500,000 Shares, being 500,000 underlying Shares derived from the share options granted to him.

As at the Latest Practicable Date, save as disclosed above, Mr. Jip does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company, and he does not have any other interest in the shares of the Company within the meaning of Part XV of the SFO.

APPENDIX II DETAILS OF RETIRING DIRECTORS TO BE RE-ELECTED

Save as disclosed above, the Board is not aware of any other matters relating to the re-election of Mr. Jip which should be brought to the attention of the Shareholders, nor is there any information to be disclosed pursuant to any of the requirements under the provisions of Rule 13.51(2) of the Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



China MeiDong Auto Holdings Limited

中國美東汽車控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1268)

NOTICE OF ANNUAL GENERAL MEETING

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

Please refer to page ii of the circular of the Company dated 20 April 2022 for the measures to be implemented at the Annual General Meeting by the Company against the epidemic to protect the attendees from the risk of infection of the Novel Coronavirus (“**COVID-19**”), including:

- (i) compulsory body temperature check and filling out the health registration form;
- (ii) compulsory wearing of surgical face mask; and
- (iii) no distribution of corporate gifts and no serving of refreshments.

Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue.

For the health and safety of the shareholders of the Company (the “**Shareholders**”), the Company strongly advises the Shareholders to appoint the Chairman of the meeting as your proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the “**Annual General Meeting**”) of **CHINA MEIDONG AUTO HOLDINGS LIMITED** (the “**Company**”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 24 May 2022 at 11:30 a.m. for the purpose of considering and, if thought fit, passing with and without amendments, the following resolutions as ordinary resolutions of the Company:

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY RESOLUTIONS

1. to receive and consider the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the independent auditor of the Company for the year ended 31 December 2021;
2. (1) to approve and re-elect the following as Directors, each as a separate resolution:
 - (a) Ms. LUO Liuyu as an executive Director; and
 - (b) Mr. JIP Ki Chi as an independent non-executive Director;(2) to authorize the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
3. to re-appoint KPMG as the auditors of the Company and to authorize the Board to fix the remuneration of the auditor of the Company;
4. to consider and, if thought fit, to pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

“**THAT:**

- (a) subject to sub-paragraph (c) of this Resolution, 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 or securities convertible into shares (including bonds and debentures convertible into shares, options, warrants) or similar rights to subscribe for any shares and to make or grant offers, agreements and options which might or would require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in sub-paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might or would require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional shares in the capital of the Company) during or after the end of the Relevant Period (as defined below);
- (c) the aggregate number of shares issued, allotted and dealt with or agreed conditionally or unconditionally to be issued, allotted and dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in sub-paragraph (a) of this

NOTICE OF ANNUAL GENERAL MEETING

Resolution, otherwise than pursuant to (i) a Rights Issue (as defined below), or (ii) an issue of shares upon the exercise of any rights of subscription or conversion under the terms of any securities, warrants or options issued by the Company which carry the right to subscribe for or are convertible into shares of the Company, or (iii) an issue of shares of the Company upon the exercise of any options granted under any share option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants of shares or rights to acquire shares of the Company, or (iv) an issue of shares as scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the memorandum and articles of association of the Company from time to time, shall not exceed 20% of the aggregate number of the issued shares of the Company as at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the issued shares of the Company into a larger or smaller number of shares after the passing of the relevant 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 articles of association of the Company or any other applicable law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of shares of the Company open for a period fixed by the Directors to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction, or the requirements of any recognized regulatory body or any stock exchange).”

NOTICE OF ANNUAL GENERAL MEETING

5. to consider and, if thought fit, to pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

“THAT:

- (a) subject to sub-paragraph (b) of this Resolution, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to repurchase issued shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the securities of the Company may be listed and recognized for this purpose by The Securities and Futures Commission of Hong Kong and the Stock Exchange (the **“Recognized Stock Exchange”**), subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other Recognized Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of the shares of the Company which may be repurchased by the Company pursuant to the approval in sub-paragraph (a) of this Resolution, shall not exceed 10% of the aggregate number of the issued shares of the Company as at the date of passing this Resolution (subject to adjustment in the case of any conversion of any or all of the issued shares of the Company into a larger or smaller number of shares after the passing of the relevant resolution) and the said approval shall be limited accordingly; and
- (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 articles of association of the Company or any other applicable law to be held; and
- (iii) the date on which the authority set out in this Resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

NOTICE OF ANNUAL GENERAL MEETING

6. to consider and, if thought fit, to pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

“**THAT** conditional upon the Resolutions Nos. 4 and 5 set out in the notice convening this Annual General Meeting being passed, the aggregate number of the issued shares of the Company which are repurchased by the Company under the authority granted to the Directors as mentioned in the Resolution No. 5 above (up to a maximum of 10% of the aggregate number of the issued shares of the Company as stated in Resolution No. 5 above) shall be added to the aggregate number of shares may be issued, allotted or otherwise dealt with, or agreed conditionally or unconditionally to be issued, allotted or otherwise dealt with by the Directors pursuant to Resolution No. 4 set out in the notice convening this Annual General Meeting.”

7. to consider and, if thought fit, pass (with or without modifications) the following resolution as an ordinary resolution of the Company:

“**THAT** the payment of a final dividend of RMB0.6991 per share in respect of the year ended 31 December 2021 be and is hereby approved.”

By Order of the Board
YE Fan
Chairman

Hong Kong, 20 April 2022

Registered Office:

Cricket Square
Hutchins Drive, PO Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

Room 2404, 24th Floor,
World-Wide House
19 Des Voeux Road Central
Hong Kong

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxies (if holding two or more shares) to attend and, on a poll, vote instead of him. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorized in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorized.
3. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the annual general meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting or any adjourned meeting thereof should he so wishes and in such event, the form of proxy shall be deemed to be revoked.
4. In case of joint shareholdings, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purposes seniority will be determined by the order in which the names stand in the register of members of the Company in respect of the joint shareholding.
5. No instrument appointing a proxy shall be valid after expiration of 12 months from the date named in it as the date of its execution, except at an adjourned meeting or on a poll demanded at the annual general meeting or any adjournment thereof in cases where the annual general meeting was originally held within 12 months from such date.
6. An explanatory statement containing the information necessary to enable the members to make an informed decision as to whether to vote for or against Ordinary Resolution No. 5 as set out in this notice is enclosed in this circular.
7. The register of members of the Company will be closed for the following periods:
 - i. from 19 May 2022 (Thursday) to 24 May 2022 (Tuesday), both days inclusive, during which period no transfer of shares will be effected for the purpose of ascertaining the shareholders entitled to attend and vote at the annual general meeting; and
 - ii. from 15 July 2022 (Friday) to 18 July 2022 (Monday), both days inclusive, during which period no transfer of shares will be effected for the purpose of ascertaining the shareholders entitled to the dividend to be approved at the annual general meeting. The last day for dealing in shares on a cum-entitlement basis will be 12 July 2022 (Tuesday).

All completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not later than 4:30 p.m. on 18 May 2022 (Wednesday) and 14 July 2022 (Thursday) respectively.

8. A form of proxy for use at the annual general meeting is enclosed.
9. If any shareholder chooses not to attend the annual general meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the board of directors of the Company, he/she is welcome to send such question or matter to our email at info@meidongauto.com.

NOTICE OF ANNUAL GENERAL MEETING

10. If a Typhoon Signal No. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on the date of the meeting, the meeting will be adjourned. The Company will post an announcement on the HKEXnews website (www.hkexnews.hk) and the website of the Company (www.meidongauto.com) and to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

If any shareholder has any question relating to the meeting, please contact Tricor Investor Services Limited, the Company’s Hong Kong branch share registrar as follows:

Tricor Investor Services Limited
Level 54, Hopewell Centre 183 Queen’s Road East, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
HK Tel: (852) 2980 1333
Fax: (852) 2810 8185