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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 OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting (the “**SGM**”) of China Automobile New Retail (Holdings) Limited (the “**Company**”) will be held at 14/F Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on 24 May 2022, Tuesday at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT**

- (a) the agreement for the subscription of the 13th National Trust Financial Products (as defined and described in the circular of the Company dated 29 April 2022 (the “**Circular**”) dated 16 September 2020 entered into between 國民信託有限公司 (National Trust Company Limited*) (“**National Trust**”) and 寧波新江廈股份有限公司 (New JoySun Corp.*) (“**New JoySun**”) (a copy of which is tabled at the meeting and marked “A” and signed by the chairman of the meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the

* *For identification purpose only*

agreement for the subscription of the 13th National Trust Financial Products and the transactions contemplated thereunder; and

- (c) any and all actions of the Company, or of any Director or officer of the Company, taken in connection with the foregoing resolutions prior to the execution hereof be and were hereby ratified, confirmed, approved and adopted in all respects as fully as if such action(s) had been presented to for approval, and approved by, the Company prior to such action being taken.

2. **“THAT**

- (a) the agreement for the subscription of the 7th Daye Trust Financial Products (as defined and described in the Circular) dated 8 August 2019 entered into between 大業信託有限責任公司 (Daye Trust Co., Ltd*) (**“Daye Trust”**) and New JoySun (a copy of which is tabled at the meeting and marked “B” and signed by the chairman of the meeting for identification purpose), which was amended and supplemented by a written direction dated 30 March 2020 issued by New JoySun to Daye Trust (a copy of which is tabled at the meeting and marked “C” and signed by the chairman of the meeting for identification purpose), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) any one director of the Company be and is hereby authorised to, on behalf of the Company, do all such acts and sign, seal, execute and deliver all such documents and take all such actions as he/she may consider necessary or desirable for the purpose of or in connection with or to give effect to the agreement for the subscription of the 7th Daye Trust Financial Products and the transactions contemplated thereunder; and
- (c) any and all actions of the Company, or of any Director or officer of the Company, taken in connection with the foregoing resolutions prior to the execution hereof be and were hereby ratified, confirmed, approved and adopted in all respects as fully as if such action(s) had been presented to for approval, and approved by, the Company prior to such action being taken”

To consider and, if thought fit, pass with or without modification the following resolution as a special resolution:

SPECIAL RESOLUTION

3. **“THAT**

- (a) the proposed amendments to the existing bye-laws of the Company (the **“Proposed Amendments”**), the details of which are set out in Appendix III to the circular of the Company dated 29 April 2022, be and are hereby approved;

- (b) the amended and restated bye-laws (the “**New Bye-laws**”), incorporating and consolidating all the Proposed Amendments and all previous amendments to the bye-laws of the Company approved by the Company in compliance with the applicable laws, in the form of the printed document produced to the SGM and for the purpose of identification signed by the Chairman of the SGM be and is hereby adopted, confirmed and approved as the bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company; and
- (c) any Director of the Company be and is hereby authorised to do all things necessary to implement, effect and record the adoption of the New Bye-laws.”

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

Hong Kong, 29 April 2022

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 at 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. The transfer books and register of members of the Company will be closed from 19 May 2022 to 24 May 2022, both days inclusive, to determine the entitlement of shareholders of the Company to attend and vote at the SGM, during which period no share transfers can be registered. In order to be eligible to attend and vote at the SGM, all duly completed share transfer documents accompanied by the relevant share certificates 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, no later than 4:30 p.m. on 18 May 2022.
5. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited, the resolutions as set out in this notice will be decided by poll at the meeting.

In view of the current COVID-19 pandemic situation, the Company will implement the following precautionary measures at the SGM to protect the Shareholders and other attendees from risk of infection:

1. At the entrance of the SGM Venue, a compulsory body temperature check will be conducted on every person attending the SGM. Any person with a body temperature of over 37.3 degrees Celsius, or any individual who has any flu-like symptoms or is otherwise unwell will not be admitted to the SGM Venue.
2. Every attendees will be required to sign and complete a health declaration form before admission to the SGM Venue.
3. Seating at the SGM Venue will be arranged so as to allow for appropriate social distancing. As a result, there will be limited capacity for Shareholders to attend the SGM. The Company may limit the number of attendees at the SGM as may be necessary to avoid over-crowding.
4. Every attendee is required to wear a surgical face mask at any time within the SGM Venue.
5. Any attendee who declines any of the abovementioned measures will not be admitted to the SGM Venue.
6. No food or beverages or gifts will be provided to the attendees at the SGM.

To the extent permitted under the laws of Hong Kong, the Company reserves the right to deny entry to the SGM venue or require any person to leave the SGM Venue in order to ensure the safety of the attendees at the SGM.

The Company would like to remind the Shareholders to consider appointing the Chairman of the SGM as his/her/its proxy to vote on the resolution at the SGM as an alternative to attending the SGM in person. In order to be valid, the 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 attorney or authority, must be deposited at the Company's Hong Kong branch share registrar, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time appointed for holding the SGM.

Subject to the development of the COVID-19 situation, the Company may implement and/or adjust precautionary measures for the SGM at short notice as the public health situation changes, and may issue further announcement(s) on such measures as and when appropriate.

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.