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

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Harmony Auto Holding Limited, you should at once hand this circular, together with the enclosed 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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HARMONY AUTO

**和諧汽車**

**China Harmony Auto Holding Limited**

**中國和諧汽車控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 03836)**

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR,  
PROPOSED FINAL DIVIDEND,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES,  
CLOSURE OF REGISTER OF MEMBERS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used in this cover page shall have the same meanings as those defined in the section headed “Definitions” of this circular. A notice convening the Annual General Meeting of China Harmony Auto Holding Limited to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, June 13, 2023 at 10:00 a.m. is set out on pages 23 to 28 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.hexieauto.com>).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. not later than 10:00 a.m. on Friday, June 9, 2023) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the Annual General Meeting if they so wish.

\* *References to time and dates in this circular are to Hong Kong time and dates.*

May 22, 2023

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## DEFINITION

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, June 13, 2023, at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 23 to 28 of this circular, or any adjournment thereof
“Articles of Association”	the articles of association of the Company currently in force
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Cayman Companies Act”	Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	China Harmony Auto Holding Limited, a company incorporated in Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of HK6.6 cents per Share for the year ended December 31, 2022 payable to Shareholders whose names appear on the Register on the Record Date
“Group”	the Company and all of its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited

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## DEFINITION

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“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 23 to 28 of this circular
“Latest Practicable Date”	May 15, 2023, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China and for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan
“Record Date”	June 23, 2023, being the record date for determination of entitlement to the Final Dividend
“Register”	the register of members of the Company
“Remuneration Committee”	the remuneration committee of the Board
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong

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## DEFINITION

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“Share(s)”	ordinary share(s) of HK\$0.01 each in the issued capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 23 to 28 of this circular
“Share Premium Account”	the share premium account of the Company
“Shareholder(s)”	holder(s) of Share(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission as amended from time to time
“%”	per cent

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LETTER FROM THE BOARD

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HARMONY AUTO

和諧汽車

**China Harmony Auto Holding Limited**

**中國和諧汽車控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 03836)**

*Executive Directors:*

Mr. FENG Change (*Chairman*)  
Mr. FENG Shaolun  
Mr. LIU Fenglei  
Ms. MA Lintao  
Mr. CHENG Junqiang

*Registered Office:*

Third Floor, Century Yard  
Cricket Square  
P.O. Box 902  
Grand Cayman, KY1-1103  
Cayman Islands

*Independent Non-executive Directors:*

Mr. WANG Nengguang  
Mr. LAU Kwok Fan  
Mr. CHAN Ying Lung

*Principal Place of Business and*

*Headquarter in the PRC:*

15A, Tower A, World Trade Center Building  
Shangwunehuan Road  
CBD Zhengdong New District  
Zhengzhou, Henan Province  
PRC

*Principal Place of Business in Hong Kong:*

5/F, Manulife Place  
348 Kwun Tong Road  
Kowloon  
Hong Kong

May 22, 2023

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE  
DIRECTOR,  
PROPOSED FINAL DIVIDEND,  
PROPOSED GRANTING OF GENERAL MANDATES TO  
REPURCHASE SHARES AND TO ISSUE SHARES,  
CLOSURE OF REGISTER OF MEMBERS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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## LETTER FROM THE BOARD

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### 1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting.

### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the executive Directors are Mr. FENG Changge, Mr. FENG Shaolun, Mr. LIU Fenglei, Ms. MA Lintao and Mr. CHENG Junqiang; and the independent non-executive Directors are Mr. WANG Nengguang, Mr. LAU Kwok Fan and Mr. CHAN Ying Lung. Pursuant to Article 84 of the Articles of Association, Mr. FENG Changge, being the executive Director, Mr. LAU Kwok Fan and Mr. CHAN Ying Lung, being the independent non-executive Directors, will retire by rotation at the Annual General Meeting.

All of the above retiring Directors, being eligible, will offer themselves for re-election at the Annual General Meeting. The Nomination Committee and the Board have reviewed the overall contribution and service to the Company of Mr. FENG Changge, Mr. LAU Kwok Fan and Mr. CHAN Ying Lung (the “Retiring Directors”) and their level of participation and performance on the Board. Given their respective education background, in-depth experience and practice which allow them to provide valuable and relevant insights and contribute to the diversity of the Board, the Board believes that the re-election of each of the Retiring Directors as a Director is in the interests of the Company and the Shareholders, and therefore recommends the Shareholders to re-elect each of them as a Director at the Annual General Meeting.

The Nomination Committee has assessed and reviewed each of the independent non-executive Directors’, namely, Mr. LAU Kwok Fan’s and Mr. CHAN Ying Lung’s, annual written confirmation of independence pursuant to Rule 3.13 of the Listing Rules. During their tenure as the independent non-executive Directors, they have not been involved in the daily management of the Company and in any relationship or circumstances which would materially interfere with their exercise of independent judgement. The Nomination Committee and the Board have assessed the independence of each of the independent non-executive Directors and are satisfied that each of them has the required character, integrity and experience to continue fulfilling the role of an independent non-executive Director and consider each of them to be independent. Details of the Retiring Directors are set out in Appendix I to this circular.

### 3. PROPOSED APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR

#### **Appointment of independent non-executive director**

Pursuant to Article 83(2) of the Company’s Articles of Association, the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.

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## LETTER FROM THE BOARD

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In consideration of the recommendation of the Nomination Committee of the Company, Mr. SUNG Ka Woon (“**Mr. SUNG**”) will be proposed at the Annual General Meeting to be appointed as an additional independent non-executive Director with effect from the conclusion of the Annual General Meeting. The nomination was made in accordance with the nomination policy of the Company and the board diversity policy of the Company. The Nomination Committee has assessed the independence of Mr. SUNG as an independent non-executive Director and was satisfied with his independence with reference to the criteria as set out in Rule 3.13 of the Listing Rules. The Nomination Committee also took into account the extensive knowledge and professional experience of Mr. SUNG, the biographical details of whom is set out below:

Mr. SUNG, aged 51, has extensive experience of social services and corporate management. He is currently the chairman of the board of directors of Century Glow (Hong Kong) Information Technology Company Limited and Oudun Industrial Group Co., Ltd. (歐鈿實業集團有限公司). In addition, Mr. SUNG is currently an independent non-executive director of Simcere Pharmaceutical Group Limited (stock code: 2096.HK), a company listed on the Stock Exchange of Hong Kong Limited, since January 18, 2023. Mr. SUNG has served at various social positions including a president of Hong Kong Industrial and Commercial Association Limited (香港工商總會) from February 2021 to June 2022, a member of Heung Yee Kuk New Territories of Hong Kong since May 2020, a member of the Election Committee of Hong Kong since September 2021, a member of the 12th and 13th CPPCC of Zhanjiang City, Guangdong Province from February 2014 to December 2017, and a member of the 12th CPPCC of Shandong Province from January 2018. Currently, Mr. SUNG also serves as the honorary chairman of the Guangdong Zhanjiang Overseas Friendship Association, the deputy secretary general of the Shandong Overseas Friendship Association and the honorary president of the Guangdong Zhanjiang Political Consultative Conference Association (廣東省湛江市歷屆政協聯誼會). Mr. SUNG was also appointed as non-official Justice of the Peace by the Government of Hong Kong in July 2021.

Mr. SUNG obtained an executive master of business and administration degree from Antai College of Economics & Management, Shanghai Jiao Tong University (上海交通大學安泰經濟與管理學院) in the PRC in December 2011, completed the part-time postgraduate studies majoring in economic management from Party School of the Central Committee of CPC (中共中央黨校) in the PRC in January 1996 and obtained a bachelor’s degree of machinery design and automation from Northeastern University (東北大學) (previously known as Northeastern Institute of Technology (東北工學院)) in the PRC in July 1993.

As at the Latest Practicable Date, except as disclosed above, Mr. SUNG does not hold any other positions within the Company or other members of the Group. Mr. SUNG does not have any relationship with any Director, senior management, substantial or controlling

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## LETTER FROM THE BOARD

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shareholders (as defined in the Listing Rules) of the Company. Save as disclosed above, he has not held any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years. Mr. SUNG does not and is not deemed to have any interest or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO. Mr. SUNG does not have any relationship with any Directors, senior management, substantial shareholders (as defined under the Listing Rules) or controlling shareholders (as defined under the Listing Rules) of the Company. Mr. SUNG does not possess any other major appointments or professional qualifications.

Subject to the passing of the above resolution for the appointment of Mr. SUNG, Mr. SUNG will enter into a service contract with the Company for a term of three years commencing from June 13, 2023, which may be terminated by either party served with not less than one month's written notice, provided that the retirement by rotation and re-election shall be conducted in accordance with the Company's Articles of Association and the Listing Rules. Pursuant to the service contract, Mr. SUNG will receive an annual remuneration of HK\$300,000 (RMB266,000) and a discretionary bonus as may be recommended by the Remuneration Committee and determined by the Board having regard to his individual performance and the results of the Group. The remuneration of Mr. SUNG is determined with reference to his relevant duties and responsibilities in the Company, his relevant experience and the prevailing market condition.

Except as disclosed above, (i) there are no other matters pertaining to the appointment of Mr. SUNG which need to be brought to the attention of the shareholders of the Company; and (ii) there is no other information which is required to be disclosed in accordance with Rules 13.51(2) of the Listing Rules.

#### **4. PROPOSED FINAL DIVIDEND**

As stated in the announcement of the Company on May 4, 2023 relating to the proposed declaration and payment of the Final Dividend out of share premium account of the Group for the year ended December 31, 2022, the Board recommended the payment of the Final Dividend of HK6.6 cents per Share for the year ended December 31, 2022 subject to the Shareholders' approval at the Annual General Meeting and a resolution will be put to the Shareholders for voting at the Annual General Meeting.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, the Company has 1,529,344,677 Shares in issue. Based on the number of issued Shares as at the date of the Latest Practicable Date, the Final Dividend, if declared and paid, will amount to an aggregate amount of approximately HK\$100.9 million. The Final Dividend is intended to be paid out of the Share Premium Account pursuant to article 134 of the Articles of Association and in accordance with the Cayman Companies Act.

### **Conditions of the Payment of the Final Dividend out of the Share Premium Account**

The payment of the Final Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders declaring and approving the payment the Final Dividend out of the Share Premium Account pursuant to article 134 of the Articles of Association at the Annual General Meeting;
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the date on which the Final Dividend is paid, unable to pay its debts as they fall due in the ordinary course of business; and
- (c) the Company having complied with all requirements under the laws of the Cayman Islands and the Listing Rules regarding the payment of Final Dividend out of the Share Premium Account.

**The conditions cannot be waived. If the conditions are not satisfied, the Final Dividend will not be paid.**

### **Reasons for and Effect of the Payment of the Final Dividend out of the Share Premium Account**

As disclosed in the 2022 annual report of the Company, the net loss recorded for the year ended December 31, 2022 is mainly due to the non-recurring losses, which are primarily not arisen from the ordinary course of business of the Group. While the Group maintained a stable cash flow generated from its operating activities during the year ended December 31, 2022, the Board believes that the core business and operation of the Group will experience a new growth amid the economic recovery in 2023. The Final Dividend reflects the full confidence of the Board in the Group's business strategy and capabilities.

The Board considers that it is appropriate to distribute the Final Dividend in recognition of Shareholders' support. After taking into account a number of factors including the cash flow and financial condition of the Group, the Board considers it is appropriate and proposes that the Final

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## LETTER FROM THE BOARD

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Dividend be paid out of the Share Premium Account in accordance with article 134 of the Articles of Association and the Cayman Companies Act. The Board considers such arrangement to be in the interests of the Company and its Shareholders as a whole. The Board believes that the payment of the Final Dividend will not have any material adverse effect on the underlying assets, business, operations or financial position of the Group and does not involve any reduction in the authorised or issued share capital of the Company or reduction in the nominal or par value of the Shares or result in any change in the trading arrangements in respect of the Shares.

Subject to the passing of the relevant resolution by the Shareholders at the Annual General Meeting, Shareholders whose names appear on the Register on the Record Date, i.e. Friday, June 23, 2023, will be entitled to the Final Dividend. Payment of such Final Dividend in Hong Kong dollars is expected to be made to the Shareholders on or before Friday, August 11, 2023.

### **5. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES**

At the annual general meeting of the Company held on June 16, 2022, a general mandate was granted to the Directors to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to repurchase Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Share Buy-back Mandate to the Directors to repurchase Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 23 to 28 of this circular (i.e. a total of 152,934,467 Shares, based on 1,529,344,677 Shares in issue as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting).

The Directors wish to state that they have no immediate plan to repurchase any Shares pursuant to the Share Buy-back Mandate.

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the granting of the Share Buy-back Mandate is set out in Appendix II to this circular.

### **6. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES**

At the annual general meeting of the Company held on June 16, 2022, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. In order to give the Company the flexibility to issue Shares if and when

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## LETTER FROM THE BOARD

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appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 7 of the notice of the Annual General Meeting as set out on pages 23 to 28 of this circular (i.e. a total of 305,868,935 Shares, based on 1,529,344,677 Shares in issue as at the Latest Practicable Date and assuming that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

If approved by the Shareholders at the Annual General Meeting, the Issuance Mandate will continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company following the passing of the resolution referred to herein; (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; or (iii) the revocation or variation of the Issuance Mandate by an ordinary resolution of the Shareholders in general meeting.

### **7. PROPOSED RE-APPOINTMENT OF AUDITOR**

The financial statements of the Group for the year ended December 31, 2022 were audited by ZHONGHUI ANDA CPA Limited whose term of office will expire upon the conclusion of the Annual General Meeting.

Following the recommendation of the Audit Committee, the Board proposed to re-appoint ZHONGHUI ANDA CPA Limited as the auditor of the Company with a term expiring upon the next annual general meeting of the Company; and the Board proposed it be authorized to fix the remuneration of the auditor. An ordinary resolution in respect of the re-appointment of the auditor of the Company will be proposed at the Annual General Meeting for consideration and approval by the Shareholders and to authorise the Board to fix their remuneration for the year ending December 31, 2023.

### **8. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 23 to 28 of this circular.

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## LETTER FROM THE BOARD

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Pursuant to the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.hexieauto.com>). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority at the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting (i.e. not later than 10:00 a.m. on Friday, June 9, 2023) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

### **9. CLOSURE OF REGISTER OF MEMBERS**

The Register will be closed from Thursday, June 8, 2023 to Tuesday, June 13, 2023 (both days inclusive) for determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting, during which period no transfer of Shares will be effected.

Shareholders are reminded that in order to be eligible to attend and vote at the Annual General Meeting, all transfers of Shares must be duly completed, accompanied by the relevant share certificates and lodged with the Company's share registrar in Hong Kong, for registration not later than 4:30 p.m. on Wednesday, June 7, 2023.

The Register will be closed from Tuesday, June 20, 2023 to Friday, June 23, 2023 (both days inclusive) for the purpose of determining the entitlement of the Shareholders to the Final Dividend, during which period no transfer of Shares will be effected.

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## LETTER FROM THE BOARD

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In order to be qualified for the Final Dividend, all transfers of Shares must be duly completed, accompanied by the relevant share certificates and lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Monday, June 19, 2023.

### 10. 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.

### 11. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed to the Re-elected at the Annual General Meeting) and Appendix II (Explanatory Statement on the Share Buy-back Mandate).

### 12. RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, appointment of independent non-executive Director, granting of the Share Buy-back Mandate and the Issuance Mandate and the re-appointment of ZHONGHUI ANDA CPA Limited as the auditor of the Company are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**FENG Changge**  
*Chairman and Executive Director*

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## APPENDIX I      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

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The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.

- (1) **Mr. FENG Changge (“Mr. FENG”), aged 52, Executive Director and Chairman of the Board.**

### *Position and Experience*

Mr. FENG is an executive Director, the Chairman of the Board, the Chairman of the Nomination Committee, and a director of Eagle Seeker Company Limited, a substantial shareholder of the Company. Mr. FENG was appointed as an executive Director of the Company on September 24, 2012 and is responsible for the overall strategic and business direction of the Group. He is the founder of the Group, and has been in the automobile industry since 2005 when he founded Henan Zhongdebao Automobile Sales & Services Co., Ltd (“**Zhongdebao**”). Zhongdebao is a wholly owned subsidiary of the Company and the first BMW dealership outlet in Henan Province. Mr. FENG graduated with a bachelor’s degree in economic law from Central South Institute of Law (中南政法學院) (now known as Zhongnan University of Economics and Law (中南財經政法大學)) in 1992 and received a master’s degree in law from the same institution in 2001. After graduation in 1992, Mr. FENG entered the judiciary in Henan Province, serving as assistant judge and judge of the Higher People’s Court of Henan Province (河南省高級人民法院). In 2002, Mr. FENG left the judicial system and established a law firm, while at the same time starting various business enterprises. He became involved in real estate investment through his vehicle, Yuanda Investment, and was also involved in the auction and valuation businesses. He is also the controlling shareholder of Hexie Industrial Group, a privately owned group headquartered in Zhengzhou Henan Province, China, with business interests focusing on branded and luxury lifestyle goods and services, including property development, golf courses and automobile sales.

Save as disclosed above, Mr. FENG has not served as a director of any other listed companies over the past three years.

### *Length of service*

Mr. FENG has entered into a service agreement with the Company, with a term of three years from September 24, 2021 and shall be subject to retirement and re-election at an annual general meeting of the Company at least once every 3 years pursuant to the Articles of Association of the Company.

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**APPENDIX I      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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***Relationship***

Mr. FENG is the husband of Ms. MA Lintao and the father of Mr. FENG Shaolun, both being executive Directors of the Company. Mr. FENG is a director of Eagle Seeker Company Limited, a controlling shareholder (as defined in the Listing Rules) of the Company. Mr. FENG is also the trusts founder of Cititrust Private Trust (Cayman) Limited, which indirectly holds Eagle Seeker Company Limited, a controlling shareholder of the Company through Eagle Pioneer Company Limited. Save as disclosed herein, Mr. FENG does not have any relationship with any Directors, senior management, substantial shareholders or controlling shareholders of the Company.

***Interests in Shares***

Pursuant to Part XV of the SFO, as at the Latest Practicable Date, Mr. FENG was interested in 708,364,660 Shares of the Company and was granted 2,500,000 share options of the Company.

***Director's emoluments***

The remuneration of Mr. FENG will be determined with reference to his relevant duties and responsibilities in the Company, his relevant experience and the prevailing market condition. The total remuneration of Mr. FENG for the year ended December 31, 2022 was RMB2,282,000.

***Other information and matters that need to be disclosed and brought to the attention of the Shareholders***

There is no information which is discloseable nor is Mr. FENG involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. FENG that need to be brought to the attention of the Shareholders.

**(2) Mr. LAU Kwok Fan (“Mr. LAU”), aged 42, Independent Non-executive Director.**

***Position and Experience***

Mr. LAU was appointed as an independent non-executive Director on June 14, 2019 and is currently a member of the Audit Committee and Remuneration Committee. Mr. LAU was awarded a Bachelor of Arts degree in Public Administration and Management from De

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**APPENDIX I      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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Montfort University in June 2006 and a Master of Arts degree in Sociology from the Chinese University of Hong Kong in December 2010. Mr. LAU is currently a member of the Legislative Council of Hong Kong. He was appointed as a member of the Board of Directors of Hong Kong Cyberport Management Company Limited commencing on 1 April 2021. In February 2018 he was appointed by the Chief Executive of Hong Kong as a member of the Betting and Lotteries Commission. From 2008 to 2019, he was an elected member of North District Council and from November 2016, he was elected by the members of the Legislative Council to serve as a member of the university council of the Chinese University of Hong Kong. Mr. LAU is also a member of the Beijing Committee of the Chinese People's Political Consultative Conference ("CPPCC") and a member of the Jiangmen Committee of the CPPCC. Mr. LAU is also an independent non-executive director of KNT Holdings Limited (stock code: 1025.HK), a company listed on the Stock Exchange of Hong Kong Limited since 31 January 2019.

Save as disclosed above, Mr. LAU has not served as a director of any other listed companies over the past three years.

***Length of service***

Mr. LAU entered into a service agreement with the Company, with a term of three years from June 14, 2022 and shall be subject to retirement and re-election at an annual general meeting of the Company at least once every 3 years pursuant to the Articles of Association of the Company.

***Relationship***

Mr. LAU does not have any relationship with any Director, senior management, substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

***Interests in Shares***

As at the Latest Practicable Date, Mr. LAU does not hold any interest in Shares or underlying Shares pursuant to Part XV of the SFO.

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**APPENDIX I      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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*Director's emoluments*

According to the service agreement, Mr. LAU shall receive remuneration for the year ended December 31, 2022 was RMB266,000 and discretionary bonus as recommended by the Remuneration Committee and determined by the Board after taking into consideration of his individual performance and the performance of the Group. The remuneration of Mr. LAU is determined with reference to his relevant duties and responsibilities in the Company, his relevant experience and the prevailing market condition.

*Other information and matters that need to be disclosed and brought to the attention of the Shareholders*

There is no information which is discloseable nor is Mr. LAU involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. LAU that need to be brought to the attention of the Shareholders.

**(3) Mr. CHAN Ying Lung (“Mr. CHAN”), aged 43, Independent Non-executive Director.**

*Position and Experience*

Mr. CHAN was appointed as an independent non-executive Director on March 27, 2020, who currently is the Chairman of the Remuneration Committee, a member of each of the Audit Committee and the Nomination Committee of the Company. Mr. CHAN has over 17 years of professional experience in research and investments. He has been with Henderson (China) Investment Company Limited as Investment Director/General Manager since November 2014. He is primarily responsible for reporting to Group Chairman and all (non-property) business strategy and development. He previously worked as an investment team head in private equity at CMS Capital (HK) Company Limited from November 2010 to November 2014. From August 2006 to October 2010, he was the vice president at CCB International Asset Management. Prior to that, he worked as a research analyst and responsible for mid-small capital research at China Everbright Research Limited.

Save as disclosed above, Mr. CHAN has not served as a director of any other listed companies over the past three years.

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**APPENDIX I      DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE  
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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***Length of service***

Mr. CHAN entered into a service agreement with the Company, with a term of three years from March 27, 2023 and shall be subject to retirement and re-election at an annual general meeting of the Company at least once every 3 years pursuant to the Articles of Association of the Company.

***Relationship***

Mr. CHAN does not have any relationship with any Director, senior management, substantial or controlling shareholder (as defined in the Listing Rules) of the Company.

***Interests in Shares***

As at the Latest Practicable Date, Mr. CHAN does not hold any interest in Shares or underlying Shares pursuant to Part XV of the SFO.

***Director's emoluments***

According to the service agreement, Mr. CHAN shall receive remuneration for the year ended December 31, 2022 was RMB266,000 and discretionary bonus as recommended by the Remuneration Committee and determined by the Board after taking into consideration of his individual performance and the performance of the Group. The remuneration of Mr. CHAN is determined with reference to his relevant duties and responsibilities in the Company, his relevant experience and the prevailing market condition.

***Other information and matters that need to be disclosed and brought to the attention of the Shareholders***

There is no information which is discloseable nor is Mr. CHAN involved in any of the matters required to be disclosed pursuant to any of the requirements under Rule 13.51(2) of the Listing Rules and there are no other matters concerning Mr. CHAN that need to be brought to the attention of the Shareholders.

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## **APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE**

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The following is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Share Buy-back Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,529,344,677 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Share Buy-back Mandate and on the basis that the issued share capital of the Company remains unchanged on the date of the Annual General Meeting, i.e. being 1,529,344,677 Shares, the Directors would be authorized under the Share Buy-back Mandate to repurchase, during the period in which the Share Buy-back Mandate remains in force, a total of 152,934,467 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

### **2. REASONS FOR SHARE BUY-BACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buy-back may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders.

### **3. FUNDING OF SHARE BUY-BACK**

The company may only apply funds legally available for share buy-back in accordance with its Articles of Association, the laws of Cayman Islands and/or any other applicable laws, as the case may be. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

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**APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE**

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**4. IMPACT OF SHARE BUY-BACK**

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 year ended December 31, 2022) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

**5. MARKET PRICES OF SHARES**

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

<b>Month</b>	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
May, 2022	3.79	3.32
June, 2022	3.56	2.95
July, 2022	3.57	2.59
August, 2022	2.66	2.04
September, 2022	2.11	1.38
October, 2022	1.62	0.80
November, 2022	1.43	0.83
December, 2022	1.45	1.12
January, 2023	1.33	1.03
February, 2023	1.26	0.96
March, 2023	1.07	0.85
April, 2023	1.01	0.83
May, 2023 (up to the Latest Practicable Date)	0.94	0.86

**6. GENERAL**

To the best of their knowledge and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

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## APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE

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The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have no present intention to exercise the Share Buy-back Mandate to an extent which will result in the number of the Shares held by the public being reduced to less than 25% of the total issued share capital of the Company as required under Rule 8.08 of the Listing Rules.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to repurchase Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of Cayman Islands.

### 7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the Share Buy-back Mandate, 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 the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, Mr. FENG Change, the controlling shareholder of the Company (as defined in the Listing Rules), was interested and deemed to be interested in an aggregate of 710,864,660 Shares representing approximately 46.48% of the total issued share capital of the Company. Such 710,864,660 Shares comprised of 2,500,000 Shares (representing approximately 0.16% of the total issued share capital of the Company) held by himself directly as beneficial owner and 708,364,660 Shares (representing approximately 46.31% of the total issued share capital of the Company) held by Eagle Seeker Company Limited. Mr. FENG is a director of Eagle Seeker Company Limited. Mr. FENG is also the trusts founder of Cititrust Private Trust (Cayman) Limited, which indirectly holds Eagle Seeker Company Limited through Eagle Pioneer Company Limited. In the event that the Directors exercise the proposed Share Buy-back Mandate in full, the aggregate shareholding of Mr. FENG Change would be increased to approximately 51.64% of the issued share capital of the Company.

The Directors consider that such increase in shareholding would give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences which would arise under the Takeovers Code as a consequence of

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**APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE**

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any repurchases pursuant to the Share Buy-back Mandate. The Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

**8. SHARE BUY-BACK MADE BY THE COMPANY**

During the 6 months prior to the Latest Practicable Date, the Company had repurchased a total of 9,431,000 Shares on the Stock Exchange, details of which are set out below. 17,562,000 repurchased shares were subsequently cancelled on May 2, 2023.

<b>Date of Buy-back</b>	<b>No. of Shares</b>	<b>Price Per Share</b>	
		<b>Highest HK\$</b>	<b>Lowest HK\$</b>
01/11/2022	250,000	0.990	0.900
02/11/2022	81,500	0.990	0.920
03/11/2022	195,500	0.890	0.840
04/11/2022	646,500	0.950	0.850
07/11/2022	2,500	0.930	0.930
10/11/2022	500	1.030	1.030
11/11/2022	257,000	1.080	1.050
18/11/2022	488,000	1.290	1.240
21/11/2022	241,000	1.240	1.180
22/11/2022	166,000	1.220	1.170
23/11/2022	352,500	1.200	1.135
25/11/2022	50,000	1.190	1.190
28/11/2022	376,500	1.120	1.090
29/11/2022	16,000	1.130	1.130
30/11/2022	255,000	1.150	1.090
01/12/2022	342,000	1.180	1.140
02/12/2022	105,000	1.160	1.140
12/12/2022	31,500	1.320	1.320
15/12/2022	195,000	1.280	1.200
16/12/2022	243,500	1.290	1.240
19/12/2022	222,500	1.265	1.250
03/01/2023	20,000	1.200	1.200
09/01/2023	50,000	1.290	1.290
10/01/2023	70,000	1.260	1.260
11/01/2023	60,000	1.260	1.260

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**APPENDIX II EXPLANATORY STATEMENT ON THE SHARE BUY-BACK MANDATE**

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<b>Date of Buy-back</b>	<b>No. of Shares</b>	<b>Price Per Share</b>	
		<b>Highest HK\$</b>	<b>Lowest HK\$</b>
12/01/2023	42,500	1.220	1.200
16/01/2023	80,000	1.150	1.150
17/01/2023	80,000	1.090	1.090
18/01/2023	180,000	1.080	1.080
19/01/2023	150,000	1.060	1.060
30/01/2023	50,000	1.170	1.170
31/01/2023	70,000	1.150	1.150
03/02/2023	30,000	1.180	1.180
08/02/2023	500	1.120	1.120
09/02/2023	30,000	1.100	1.100
10/02/2023	15,000	1.070	1.070
15/02/2023	30,000	1.120	1.120
16/02/2023	70,000	1.110	1.110
22/02/2023	232,000	1.030	1.000
03/04/2023	210,500	0.980	0.980
04/04/2023	301,500	1.000	0.960
06/04/2023	189,500	1.000	0.960
11/04/2023	176,000	1.010	0.990
12/04/2023	402,000	1.000	0.960
13/04/2023	326,000	0.950	0.920
14/04/2023	179,500	0.930	0.910
17/04/2023	580,500	0.910	0.840
18/04/2023	123,000	0.910	0.894
19/04/2023	224,000	0.910	0.890
20/04/2023	310,500	0.910	0.900
21/04/2023	120,000	0.870	0.870
27/04/2023	70,500	0.870	0.860
28/04/2023	150,000	0.880	0.880
02/05/2023	67,000	0.890	0.890
05/05/2023	200,000	0.900	0.900
12/05/2023	20,000	0.930	0.930
15/05/2023	2,500	0.930	0.930

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## NOTICE OF ANNUAL GENERAL MEETING

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HARMONY AUTO

和諧汽車

**China Harmony Auto Holding Limited**

**中國和諧汽車控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 03836)**

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of China Harmony Auto Holding Limited (the “**Company**”) will be held at Bowen Room, Level 7, Conrad Hong Kong, Pacific Place, 88 Queensway, Hong Kong on Tuesday, June 13, 2023 at 10:00 a.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and the reports of the directors (the “**Directors**”) and independent auditor (the “**Auditor**”) for the year ended December 31, 2022.
2. To declare a final dividend of HK6.6 cents per share for the year ended December 31, 2022.
3. To appoint Mr. SUNG Ka Woon as an independent non-executive Director and to authorize the board of Directors (the “**Board**”) to fix the remuneration.
4. To re-elect the following Directors and to authorize the Board to fix the respective directors’ remuneration:
  - (a) to re-elect Mr. FENG Changge as an executive Director;
  - (b) to re-elect Mr. LAU Kwok Fan as an independent non-executive Director; and
  - (c) to re-elect Mr. CHAN Ying Lung as an independent non-executive Director.
  - (d) to authorize the Board to fix the respective directors’ remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To re-appoint ZHONGHUI ANDA CPA Limited as the Auditor for the year ending December 31, 2023 and to authorize the Board to fix their remuneration.
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (b) below, a general mandate be and is hereby generally and unconditionally given to the Directors to exercise during the Relevant Period (as defined below) all the powers of the Company to repurchase its shares in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company (the “**Shares**”) to be repurchased pursuant to the mandate in paragraph (a) above shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of Shares is conducted, the maximum number of Shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is 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 the Articles of Association of the Company or any applicable laws 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.”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph (c) below, a general mandate be and is hereby generally and unconditionally given to the Directors during the Relevant Period (as defined below) 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 powers;
- (b) the mandate in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the mandate in paragraph (a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company;
  - (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on Shares in accordance with the Articles of Association of the Company; and
  - (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any securities of the Company which carry the right to subscribe or are convertible into Shares,

shall not exceed 20% of the total number of issued Shares as at the date of passing of this resolution, and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of Shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is 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 the Articles of Association of the Company or any applicable laws 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 in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Directors to holders of Shares or any class thereof on the register on a fixed record date in proportion to their then holdings of such Shares or class thereof (subject to such exclusions 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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the aggregate number of Shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of the number of Shares repurchased by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of issued Shares of the Company as at the date of passing of this resolution.”

By Order of the Board

**FENG Changge**

*Chairman and Executive Director*

Zhengzhou, The People’s Republic of China

May 22, 2023

*Notes:*

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy/more than one proxy to attend and vote instead of him. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for the above meeting (i.e. not later than 10:00 a.m. on Friday, June 9, 2023) or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Thursday, June 8, 2023, to Tuesday, June 13, 2023, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the annual general meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, June 7, 2023. In the event that the meeting is adjourned to a date later than Tuesday, June 13, 2023

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## NOTICE OF ANNUAL GENERAL MEETING

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due to bad weather conditions or other reasons, the period of closure of the Register of Members of the Company for determination of shareholders' entitlement to attend and vote at the above meeting will remain the same as stated above.

5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the annual general meeting), the Register of Members of the Company will be closed from Tuesday, June 20, 2023, to Friday, June 23, 2023, both days inclusive, during which period no transfer of shares will be registered. In order to qualify for the proposed final dividend, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Monday, June 19, 2023.
6. References to dates and time in this notice are to Hong Kong dates and time.
7. The Chinese translation of this notice is for reference only and in case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the executive Directors are Mr. FENG Changge, Mr. FENG Shaolun, Mr. LIU Fenglei, Ms. MA Lintao and Mr. CHENG Junqiang; and the independent non-executive Directors are Mr. WANG Nengguang, Mr. LAU Kwok Fan and Mr. CHAN Ying Lung.*