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SUN ART

Retail Group Limited

SUN ART RETAIL GROUP LIMITED

高鑫零售有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 06808)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “EGM”) of Sun Art Retail Group Limited 高鑫零售有限公司 (the “Company”) will be held at Victoria Room, 2nd Floor, Mandarin Oriental Hong Kong, 5 Connaught Road Central, Hong Kong on Wednesday, 16 August 2023 at 5:30 p.m. (or immediately following the conclusion of the extraordinary general meeting of the Company to be held at 5:00 p.m. on the same day and at the same place, whichever is earlier) to consider and, if thought fit, passing, with or without modifications, the following resolution. Unless otherwise defined, capitalised terms defined in the circular dated 1 August 2023 (the “Circular”) shall have the same meanings when used in this notice.

ORDINARY RESOLUTION

1. **“THAT:**

- (a) the proposed amendments (the “**Proposed Amendments**”) to the employee trust benefit schemes of the Company currently in force, the principal terms of which as set out in Appendix I to the circular of the Company dated 1 August 2023 be and are hereby approved and adopted, and the Directors be and are hereby authorised to do all things necessary to implement the adoption of the Proposed Amendments to the Auchan Scheme and the RT-Mart Scheme;
- (b) the amended Auchan Scheme and the amended RT-Mart Scheme which incorporates all of the Proposed Amendments, a copy of which has been produced to this meeting and signed by the Executive Director and Chief Executive Officer for identification purpose be and is hereby approved and adopted in substitution for, and to the exclusion of, the Auchan Scheme and the RT-Mart Scheme with immediate effect after the conclusion of this meeting; and
- (c) the total amount of capital which may be contributed by the trustee of the Auchan Scheme and the RT-Mart Scheme for the purpose of the Auchan Scheme and the RT-Mart Scheme pursuant to (a) and (b) above and any other share schemes involving contribution of registered capital in ACI or CIC (i) in respect of ACI, shall not in aggregate exceed 10% of the total registered capital of ACI; and (ii) in respect of CIC, shall not in aggregate exceed 10% of the total registered capital of CIC, as at the date of the passing of this resolution, and the approvals in paragraphs (a) and (b) above shall be limited accordingly.”

By Order of the Board
Sun Art Retail Group Limited
LIN Xiaohai

Executive Director and Chief Executive Officer

Hong Kong, 1 August 2023

Notes:

1. The resolution 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 meeting is entitled to appoint a proxy to attend and vote instead of him/her. 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. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him/her.
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, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the EGM (i.e. not later than 5:30 p.m. on Monday, 14 August 2023 (Hong Kong time)) or the adjourned meeting (as the case may be). 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 EGM, the Register of Members of the Company will be closed from Friday, 11 August 2023 to Wednesday, 16 August 2023, both days inclusive, during which period no transfer of Shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, 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 Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 10 August 2023.
5. A circular containing further details concerning items 1(a) to 1(c) set out in the above notice will be sent to all shareholders of the Company.
6. References to time and dates in this notice are to Hong Kong time and dates.
7. Bad weather arrangements:

The EGM will be held on Wednesday, 16 August 2023 as scheduled regardless of whether or not any rainstorm warning signal or tropical cyclone signal is in force in Hong Kong at any time on that day. Shareholders may visit the website of the Company (www.sunartretail.com) for details of the alternative meeting arrangements. Shareholders should make their own decision as to whether they would attend the EGM under bad weather conditions having regard to their own situation and if they should choose to do so, they are advised to exercise care and caution.

As at the date of this notice, the Directors of the Company are:

Executive Director:

LIN Xiaohai (*Chief Executive Officer*)

Non-executive Directors:

HUANG Ming-Tuan (*Chairman*)

HAN Liu

LIU Peng

Independent Non-executive Directors:

Karen Yifen CHANG

Charles Sheung Wai CHAN

Dieter YIH