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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 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 proxy form 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,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
DECLARATION OF DIVIDEND  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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, 14 May 2024 at 11:30 a.m. is set out on pages 14 to 19 of this circular. Whether or not you are able to attend the annual general meeting in person, please complete and return the proxy form in accordance with the instructions printed thereon to the office of the Company's branch 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 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), as the case may be. The proxy form is published on HKExnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.meidongauto.com](http://www.meidongauto.com). Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting (or any adjournment thereof) should you so wish.

19 April 2024

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# CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I – Explanatory Statement for the Repurchase Mandate</b> .....	8
<b>Appendix II – Biographies of Retiring Directors to be Re-elected</b> .....	11
<b>Notice of Annual General Meeting</b> .....	14

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## DEFINITIONS

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*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, 14 May 2024 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 14 to 19 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 to exercise the powers of the Company to allot, issue and/or deal additional shares and securities of the Company as set out in the Ordinary Resolution No. 4 in the notice of the AGM
“Latest Practicable Date”	12 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Memorandum and Articles”	the memorandum of association and articles of association of the Company, as amended, supplemented, modified or and restated from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China, excluding, for the purpose of this circular only, Hong Kong, the Macau Special Administrative Region of the People’s Republic of China and Taiwan, unless otherwise specified

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## DEFINITIONS

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“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 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)”	share(s) of a nominal or par value 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
“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)”, “controlling shareholder(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.*

*Certain Chinese names of institutions or other entities included in this circular have been translated into English and included as unofficial translations for identification purpose only. In the event of any inconsistency, the Chinese names shall prevail over the English translations. Except the above, in the event of any inconsistency, the English version of this circular, the notice of the AGM and the proxy form shall prevail over the Chinese version.*

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## LETTER FROM THE BOARD

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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)**

***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. TO Siu Lun

***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

19 April 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES,  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS,  
DECLARATION OF DIVIDEND  
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 (3) declaration of dividend, and to give notice of the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO REPURCHASE SHARES

The existing repurchase mandate, which was granted at the Company's annual general meeting held on 16 May 2023, will lapse upon the conclusion of the AGM. 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 Company has no intention of exercising the Repurchase Mandate at the moment.

An explanatory statement required by the Listing Rules is set out in Appendix I to this circular, intended to provide you with information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution on the Repurchase Mandate.

### GENERAL MANDATE TO ISSUE SHARES

In addition, two Ordinary Resolutions will be proposed at the AGM to grant to the Directors (i) a general and unconditional mandate to allot, issue and deal with additional Shares or securities, 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.

As at the Latest Practicable Date, the Company's total number of issued Shares was 1,346,247,201. Subject to the passing of the resolution in relation to the Issue Mandate and on the basis that there being no change to the number of issued Shares after the Latest Practicable Date and up to the AGM, the Company will be allowed to issue a maximum of 269,249,440 Shares (or securities with rights for the issue of such number of Shares) under the Issue Mandate.

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

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 105 of the Articles of Association, at each annual general meeting, one-third of the Directors shall retire from office by rotation, provided that each Director will be subject to retirement by rotation at least once every three years. Mr. YE Fan (an executive Director) and Mr. WANG, Michael Chou (an independent non-executive Director) will retire from office by rotation at the AGM. Both of them, being eligible, has offered themselves for re-election at the AGM. Separate resolution will be proposed for the re-election of each of Mr. YE and Mr. WANG.

The Nomination Committee has recommended the Board to nominate each of Mr. YE and Mr. WANG for recommendation to the Shareholders for re-election at the AGM. Mr. YE, and Mr. WANG did not participate in the discussion and has abstained from voting on his own nomination when it was considered by the Nomination Committee and by the Board.

The candidate for re-election was determined based on the requirements of the Articles of Association, and the rotation cycle (being the Directors who have been longest in office since their last re-election). In identifying suitable candidates for independent non-executive Director, the Nomination Committee considers candidates on merit and against the objective criteria, with due regard for the benefits of diversity on the Board. The factors considered by the Nomination Committee in assessing the suitability of a proposed candidate for independent non-executive Director include: (i) reputation and integrity; (ii) accomplishment and professional knowledge and industry experience which may be relevant to the Group; (iii) commitment in respect of available time, interest and attention to the businesses of the Group; (iv) perspectives, skills and experience that the individual can bring to the Board; (v) diversity in all its aspects, including gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service; (vi) Board succession planning considerations and long term objectives of the Group; and (vii) the independence of such candidate with reference to, among other things, the requirements as set out in Rule 3.13 of the Listing Rules.

The Nomination Committee had assessed and reviewed the written confirmation of independence of Mr. WANG based on the independence criteria as set out in Rule 3.13 of the Listing Rules. Mr. WANG has been acting as an independent non-executive Director since June 2015. The Nomination Committee is not aware of Mr. WANG having any financial or other interests in the business of the Group or any connection with any core connected person of the Company other than his roles in the Company, or any other factors that may affect his independence. The Nomination Committee and is satisfied that Mr. WANG remains independent with reference to the criteria set out in Rule 3.13 of the Listing Rules. The Nomination Committee also took into account the diversity aspects in respect of the re-election of Mr. WANG, with due regard for the benefits of diversity on the Board. In particular, Mr. WANG's expertise in strategic management is particularly valuable and relevant for the supervision of the Group's performance from an independent and objective perspective. The Nomination Committee is of the view that Mr. WANG has provided valuable contributions to the Company and has demonstrated his abilities to provide independent, balanced and objective view to the Company's affairs supported by his own perspectives, skills and experience. The Nomination Committee is of the view that Mr. WANG's presence in the Board would enhance the Board's diversity and performance.

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## LETTER FROM THE BOARD

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The Nomination Committee has also considered and assessed the merit and contribution Mr. YE and Mr. WANG will bring to the Board, among other things, their individual qualifications, knowledge, skills, experience and background, and their willingness to devote sufficient time to discharge duties, their past performance as Director and their contribution to the Board. Among other things, the Nomination Committee has taken into consideration the roles and responsibilities assumed by Mr. YE, his importance to the Group's strategies, stable and continual operation and development, and his contribution to the Group. It also took into account, among other things, the need, balance, structure and size of the Board, the Company's corporate goals and strategy, the Company's nomination policy. Due regard was also given for the benefits of diversity (including gender, cultural background and ethnicity), as set out in the Board diversity policy.

The Board, having considered the recommendation of the Nomination Committee, considered that each of the retiring Directors have shown devotion and commitment to the Board. Mr. YE is crucial to the Company's operation and development and Mr. WANG has been bringing in fresh perspectives. Both of them have been and providing constructive comments at Board and committee meetings during their tenure.

The Board recommends Mr. YE and Mr. WANG to be re-elected at the AGM.

Biographies of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### **PROPOSED FINAL DIVIDEND**

As disclosed in the announcement of the Company dated 27 March 2024, the Board has recommended the payment of the final cash dividend of RMB0.0330 per Share for the year ended 31 December 2023 to the Shareholders. The declaration and payment of the final dividend is subject to approval by shareholders at the AGM and compliance with the Companies Law of the Cayman Islands. Subject to the fulfillment of the above conditions, the final dividend will be paid in cash in Hong Kong dollars, calculated based on an exchange rate to be announced by the Company in due course. It is expected that the cheques for cash dividends will be sent by ordinary mail to shareholders at their own risk on 21 August 2024 (Wednesday).

### **ACTION TO BE TAKEN**

A proxy form for use at the AGM is published on the HKExnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.meidongauto.com](http://www.meidongauto.com). Whether or not you are able to attend the AGM in person, please complete the proxy form 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, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 proxy form 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 proxy form shall be deemed to be revoked.

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## LETTER FROM THE BOARD

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### 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.

### GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,  
By Order of the Board  
**YE Fan**  
*Chairman*

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## **APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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### **1. LISTING RULES**

The Listing Rules permit companies with a primary listing on the Stock Exchange to repurchase their own shares that are fully-paid up 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.

### **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. Repurchase(s) 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 total number of issued Shares was 1,346,247,201.

On the basis that there being no changes in the number of issued Shares prior to the AGM, the Company would be allowed under the Repurchase Mandate, if approved, to repurchase a maximum of 134,624,720 Shares.

### **4. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Memorandum and Articles, the Listing Rules and the applicable laws of the Cayman Islands. The Company is empowered by its Memorandum and Articles 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 Memorandum and Articles, 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 Memorandum and Articles, 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 2023) 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.

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## APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE

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### 6. ADDITIONAL INFORMATION

The Directors will exercise the power of the Company to make purchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands. Neither this explanatory statement nor the proposed repurchase of Shares which may be conducted under Repurchase Mandate has any unusual features.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates, 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 persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, and no core connected persons of the Company have undertaken not to do so, in the event that the Company is authorised to make purchases of Shares.

### 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 703,916,000 Shares, representing approximately 52.29% of total issued Shares. Apex Sail Limited is a wholly-owned by Apex Holdings Enterprises Limited. The entire capital of Apex Holdings Enterprises Limited is asset of the Ye Family Trust (with IQ EQ (Switzerland) Limited acting as trustee). Mr. YE Fan and Mr. YE Tao and some of their respective family members are discretionary objects. Mr. YE Fan, Apex Holdings Enterprises Limited and Apex Sail Limited (among others) were deemed to be interested in such 703,916,000 Shares as at the Latest Practicable Date.

In the event that the Directors exercise the Repurchase Mandate in full (and assuming there being no other changes in the share capital of the Company and the shareholding interests), such Shares held by Apex Sail Limited will represent approximately 58.10% of the total issued Shares. 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 the Takeovers Code.

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**APPENDIX I EXPLANATORY STATEMENT FOR THE REPURCHASE MANDATE**

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**8. SHARE REPURCHASE IN THE PAST SIX MONTHS**

Neither our Company nor any of its subsidiaries has purchased, sold or redeemed any Share (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\$)
<b>2023</b>		
April	17.44	12.06
May	13.02	9.71
June	11.24	7.94
July	10.86	7.53
August	8.95	5.57
September	6.24	3.96
October	4.82	3.27
November	5.85	4.19
December	4.80	3.30
<b>2024</b>		
January	5.03	2.68
February	3.39	2.35
March	3.46	2.81
April (up to the Latest Practicable Date)	3.18	2.59

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## APPENDIX II BIOGRAPHIES OF RETIRING DIRECTORS TO BE RE-ELECTED

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*Biographies of the Directors who will retire and are proposed to be re-elected at the AGM are set out as follows:*

### **Mr. YE Fan (Executive Director)**

Mr. YE Fan (葉帆), aged 52, is the founder of the Group. He is the younger brother of Mr. YE Tao, and is the Chairman and an executive Director of the Company. He is primarily responsible for supervising the operations of the Group, planning its business and marketing strategies and overseeing the external relationship with banks, government and other business partners. Mr. YE Fan was awarded a Bachelor's degree in Inorganic Non-metallic Materials (無機非金屬材料) from South China University of Technology (華南理工大學) in July 1993. He is a non-permanent Hong Kong resident.

As the founder of the Group, Mr. YE Fan started his career in the automobile sector by joining an automobile distributor in Dongguan, the PRC as general manager from 1995 to 1998. In 1999, he set up 東莞市聚成汽車技術服務有限公司 (Dongguan Jucheng Auto Technical Services Co., Ltd.\*) (a private company based in Dongguan, Guangdong which was principally engaged in the automobile distribution business) with a partner. In April 2003, Mr. YE Fan set up 東莞市冠豐汽車有限公司 (Dongguan Guanfeng Auto Co., Ltd.\*) (“**Dongguan Guanfeng**”), which is the first member of the Group. This 4S dealership store was opened in May 2004 and held 4S distributorship for 北京現代汽車有限公司 (Beijing Hyundai Motor Company\*) vehicles. Before the establishment of 廣東大東汽車集團有限公司 (Guangdong Dadong Auto Group Co., Ltd.\*) (“**Dadong Group**”) in 2007, he made investments in a few enterprises (including members of the Group) which were principally engaged in automobile distribution of various brands. Following the establishment of Dadong Group in 2007, which has been solely owned by Mr. YE Fan, Dadong Group has been making investments in 4S dealership stores of various brands.

Since 2003, Mr. YE Fan has been acting as a director of Dongguan Guanfeng and various PRC members of the Group and has been responsible for supervising their daily operations and planning their business strategies. Mr. YE Fan is currently a director of each of the subsidiaries of the Company and the chairman of the Nomination Committee.

Pursuant to an appointment letter signed between Mr. YE Fan and the Company, Mr. YE Fan's appointment is without any specific length and his term shall continue until terminated by either party giving not less than three months' notice in writing to the other party. Mr. YE Fan is subject to retirement by rotation, re-election and removal in accordance with the Articles of Association. Mr. YE Fan is entitled to basic salary of RMB605,000 per annum, together with allowance, benefits and he is eligible to pension, discretionary bonus, share incentives under the share scheme(s) of the Company under his appointment letter. His remuneration is determined by the Board and reviewed by the Remuneration Committee of the Company from time to time with reference to his duties and responsibilities and the performance and profitability of the Company. Mr. YE Fan received emoluments of RMB8,012,000 for the year ended 31 December 2023.

As of the Latest Practicable Date, Mr. YE Fan was interested in 703,916,000 Shares, representing approximately 52.29% of the issued share capital of the Company. See also page 9 of this circular for more information.

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## APPENDIX II      BIOGRAPHIES OF RETIRING DIRECTORS TO BE RE-ELECTED

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As at the Latest Practicable Date, save as disclosed in this circular, Mr. YE Fan has confirmed that he does not have any relationship with any other Directors, senior management, substantial or controlling Shareholders of the Company, and he does not have any interest in Shares 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 Mr. YE Fan 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 Rule 13.51(2) of the Listing Rules.

### **Mr. WANG, Michael Chou (Independent Non-Executive Director)**

Mr. WANG, Michael Chou (王炬) (“**Mr. Wang**”), aged 54, was appointed as an independent non-executive Director with effect from 22 June 2015. Mr. Wang was awarded a Master of Business Administration by the Wharton School of Business at the University of Pennsylvania in 1997 and a Bachelor of Arts from Southwestern University in 1992. He is currently the managing partner and president of Abax Global Capital. Mr. Wang is responsible for the overall business management and investment activities at Abax and also focuses on the management of portfolio companies. Mr. Wang is a member of the fund’s investment committee and is the Chairman of such firm’s operating committee.

Mr. Wang has over 21 years of professional advisory experience in the PRC. Prior to joining Abax, Mr. Wang was a Senior Partner in McKinsey & Company’s Shanghai office, where he was a leader in its China energy, and industrial practices. As head of the McKinsey Shanghai office, which is now amongst McKinsey’s top 10 largest offices globally, he oversaw its growth from 100 to 300 professionals. Mr. Wang is a known expert for performance turnaround at Chinese companies, both state-owned and private. He has assisted numerous Chinese clients to improve their performance via growth strategy, operational enhancement and organizational restructuring. Mr. Wang has published numerous articles in International and Chinese media on the performance improvement topic and has been a frequent speaker and guest lecturer at government (including those for State-Owned Assets Supervision and Administration Commission of the State Council and National Development and Reform Commission in the PRC) and industry forums in the PRC and abroad.

Mr. Wang is the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee of the Company.

Pursuant to an appointment letter signed between Mr. Wang and the Company, Mr. Wang’s appointment is without any specific length and his term shall continue until terminated by either party giving not less than three months’ notice in writing to the other party. Mr. Wang is subject to retirement by rotation, re-election and removal in accordance with the Articles of Association. Mr. Wang is entitled to emoluments of HK\$100,000 per annum under his appointment letter, which is determined by the Board and reviewed by the Remuneration Committee of the Company from time to time based on the Company’s remuneration policy with reference to his duties and responsibilities, and his qualifications and experiences. Mr. Wang received emoluments of approximately RMB91,000 for the year ended 31 December 2023.

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## **APPENDIX II      BIOGRAPHIES OF RETIRING DIRECTORS TO BE RE-ELECTED**

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As at the Latest Practicable Date, Mr. Wang is interested in 688,000 Shares, being 188,000 Shares held by him and 500,000 underlying Shares derived from the share options held by him.

As at the Latest Practicable Date, save as disclosed in this circular, Mr. Wang has confirmed that he 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 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 Mr. Wang 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 Rule 13.51(2) of the Listing Rules.

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# NOTICE OF ANNUAL GENERAL MEETING

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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)**

## NOTICE OF ANNUAL GENERAL MEETING

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, 14 May 2024 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:

### ORDINARY RESOLUTIONS

1. to receive, consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “**Directors**”) and the independent auditors of the Company for the year ended 31 December 2023;
2. (1) to approve and re-elect the following persons as Directors, each as a separate resolution:
  - (a) Mr. YE Fan as an executive Director; and
  - (b) Mr. WANG, Michael Chou 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 auditors of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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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 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, bonds, warrants or options 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 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

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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 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).”

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 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

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.

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 dealt with, or agreed conditionally or unconditionally to be issued, allotted or 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 RMB0.0330 per ordinary share of the Company in respect of the year ended 31 December 2023 be and is hereby approved.”

By order of the Board  
**China MeiDong Auto Holdings Limited**  
**YE Fan**  
*Chairman*

Hong Kong, 19 April 2024

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## NOTICE OF ANNUAL GENERAL MEETING

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***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

*Notes:*

1. A member entitled to attend and vote at the annual general meeting convened by this 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/her/it. A proxy need not be a member of the Company. The proxy form is published on HKExnews website at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.meidongauto.com](http://www.meidongauto.com).
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her/its 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 proxy form 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 returned to the Company's branch 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 fixed for holding the annual general meeting or any adjourned meeting thereof (as the case may be). Completion and return of the proxy form will not preclude a member from attending and voting in person at the annual general meeting or any adjourned meeting thereof should he/she/it so wishes and in such event, the proxy form 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 set out in the circular of the Company published on the same day. Biographies of the directors proposed to be re-elected as set out in this notice are set out in the same circular.
7. The register of members of the Company will be closed for the following periods:
  - i. from 9 May 2024 (Thursday) to 14 May 2024 (Tuesday), both days inclusive, during which period no transfer of shares will be registered for the purpose of ascertaining the shareholders entitled to attend and vote at the annual general meeting; and
  - ii. from 18 June 2024 (Tuesday) to 21 June 2024 (Friday), both days inclusive, during which period no transfer of shares will be registered for the purpose of ascertaining the shareholders entitled to the final dividend to be approved at the annual general meeting. The last day for dealing in shares on a cum-entitlement basis will be 13 June 2024 (Thursday).

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## NOTICE OF ANNUAL GENERAL MEETING

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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, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on 8 May 2024 (Wednesday) (for being entitled to attend and vote at the annual general meeting) and 4:30 p.m. on 17 June 2024 (Monday) (for being entitled to the final dividend, if approved), respectively.

The latest time for holders of the Convertible Bonds (Debt stock code: 4401, SAIL VAN B2701) to exercise their conversion rights in order to be entitled to attend and vote at the annual general meeting and to the final dividend is 4:30 p.m. on 26 April 2024 (Friday) and 5 June 2024 (Wednesday), respectively.

8. References to time and dates in this notice and the proxy form are to Hong Kong time and dates.
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](mailto:info@meidongauto.com).
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](http://www.hkexnews.hk)) and the website of the Company ([www.meidongauto.com](http://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  
17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong  
Email: [is-enquiries@hk.tricorglobal.com](mailto:is-enquiries@hk.tricorglobal.com)  
HK Tel: (852) 2980 1333  
Fax: (852) 2810 8185