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GOLDEN EAGLE RETAIL GROUP LIMITED

金鷹商貿集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3308)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of Golden Eagle Retail Group Limited (the “**Company**”) will be held at 10:00 a.m. on Thursday, 16 December 2021 at Unit 1206, 12th Floor, Tower 2, Lippo Centre, 89 Queensway, Hong Kong for the purpose of considering and, if thought fit, passing the following resolutions, with or without amendments, as ordinary resolutions of the Company.

1. “**THAT**

- (a) the entering into of the Supplemental Agreement to Lease Agreement (Ma’anshan Tiandi Plaza) (as defined and described in the circular (the “**Circular**”) of the Company dated 15 November 2021) and the transactions contemplated thereunder be and are hereby approved and ratified;
- (b) the annual caps in respect of the transactions contemplated under the Lease Agreement (Ma’anshan Tiandi Plaza) (as amended) in the amount of RMB52.23 million, RMB60.09 million and RMB69.13 million for each of the three years ending 31 December 2024 respectively be and are hereby approved and confirmed; and
- (c) any Director or any other person authorised by the board of Directors be and is hereby authorised to do and execute all such acts, matters, deeds, documents and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient for or in connection with the implementation of the Supplemental Agreement to Lease Agreement (Ma’anshan Tiandi Plaza) and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the Supplemental Agreement to Lease Agreement (Ma’anshan Tiandi Plaza) which is in his/her opinion not of a material nature and necessary, desirable or expedient for or in connection with the implementation of the Supplemental Agreement to Lease Agreement (Ma’anshan Tiandi Plaza) and all transactions and other matters contemplated thereunder or ancillary thereto, and to effect or implement any other matters referred to in this resolution.”

2. “**THAT**

- (a) the entering into of the 2022 Lease Agreement (Yancheng Golden Eagle Outlet) (as defined and described in the Circular) and the transactions contemplated thereunder be and are hereby approved and ratified;

- (b) the annual caps in respect of the transactions contemplated under the 2022 Lease Agreement (Yancheng Golden Eagle Outlet) in the amount of RMB5.25 million, RMB10.25 million and RMB11.21 million for each of the three years ending 31 December 2024 respectively be and are hereby approved and confirmed; and
- (c) any Director or any other person authorised by the board of Directors be and is hereby authorised to do and execute all such acts, matters, deeds, documents and things as he/she may in his/her absolute discretion consider necessary, desirable or expedient for or in connection with the implementation of the 2022 Lease Agreement (Yancheng Golden Eagle Outlet) and all transactions and other matters contemplated thereunder or ancillary thereto, to waive compliance from and/or agree to any amendment or supplement to any of the provisions of the 2022 Lease Agreement (Yancheng Golden Eagle Outlet) which is in his/her opinion not of a material nature and necessary, desirable or expedient for or in connection with the implementation of the 2022 Lease Agreement (Yancheng Golden Eagle Outlet) and all transactions and other matters contemplated thereunder or ancillary thereto, and to effect or implement any other matters referred to in this resolution.”
3. “**THAT** the proposed annual caps for the Lease Agreement (Hanzhong Plaza) (as defined and described in the Circular) in the amount of RMB11.05 million, RMB11.70 million and RMB12.39 million for each of the three years ending 31 December 2024 respectively be and are hereby approved and confirmed.”
4. “**THAT** the proposed annual caps for the Lease Agreement (Total Xianlin Retail Area) (as defined and described in the Circular) in the amount of RMB31.23 million, RMB32.36 million and RMB33.53 million for each of the three years ending 31 December 2024 respectively be and are hereby approved and confirmed.”
5. “**THAT** the proposed annual caps for the Lease Agreement (Danyang Tiandi Plaza) (as defined and described in the Circular) in the amount of RMB10.00 million, RMB10.96 million and RMB12.03 million for each of the three years ending 31 December 2024 respectively be and are hereby approved and confirmed.”
6. “**THAT** the proposed annual caps for the Lease Agreement (Golden Eagle World) (as amended) (as defined and described in the Circular) in the amount of RMB168.85 million, RMB190.86 million and RMB214.42 million for each of the three years ending 31 December 2024 respectively be and are hereby approved and confirmed.”

By Order of the Board
Golden Eagle Retail Group Limited
Tai Ping, Patricia
Company Secretary

Hong Kong, 15 November 2021

Principal Place of Business in Hong Kong:
Unit 1206, 12th Floor
Tower 2, Lippo Centre
89 Queensway
Hong Kong

Notes:

- (1) If Typhoon signal number 8 or above, or a “black” rainstorm warning is in effect any time after 7: 00 a.m. on the date of the EGM, the meeting will be postponed. The Company will post an announcement on the website of Company at www.geretail.com and on the HKEx news website of the Stock Exchange at www.hkexnews.hk to notify shareholders of the Company of the date, time and place of the rescheduled meeting.
- (2) Where there are joint registered holders of any share of the Company, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint proxies to attend and vote in his stead. A proxy need not be a member of the Company. The Company would like to remind member that physical attendance in person at the EGM is not necessary for the purpose of exercising their voting rights and strongly recommends that member appoint the Chairman of the EGM as their proxy and submit their form of proxy as early as possible. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, 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 for holding the meeting or adjourned meeting.
- (4) There will be no closure of register of members. The record date for determining the entitlement of the Shareholders to attend and vote at the EGM will be Friday, 10 December 2021. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on Friday, 10 December 2021.

PRECAUTIONARY MEASURES OF COVID-19 FOR THE EGM

Due to the outbreak of the new coronavirus COVID-19 pandemic (the “**Pandemic**”), the Company will implement the following precautionary measures against the Pandemic at the venue of meeting of the EGM (the “**Venue**”) to protect the Shareholders from the risk of infection:

- i. compulsory body temperature check will be conducted for every Shareholder or his/her proxy at the entrance of the Venue. Any person with a body temperature of over 37.0 degrees Celsius will not be admitted to the Venue;
- ii. every Shareholder or his/her proxy will have to submit a completed health declaration form prior to entry into the Venue;
- iii. every Shareholder or his/her proxy is required to wear a surgical facial mask throughout the EGM. Any person who refuses to follow the aforesaid will not be admitted to the Venue;
- iv. every Shareholder or his/her proxy who has travelled from jurisdictions, which according to the Department of Health of Hong Kong would render such person subject to a quarantine order, within 21 days of the date of the EGM will not be admitted to the Venue; and
- v. no refreshments will be served and no corporate gift will be given.

To the extent permitted under the laws, the Company reserves the right to deny entry into the Venue or require any person to leave the Venue so as to ensure the health and safety of the attendees at the EGM.

Furthermore, the Company wishes to strongly advise the Shareholders, particularly the Shareholders who are unwell, subject to quarantine in relation to the Pandemic or unable to travel to attend to the EGM, that they may appoint any person or the chairman of the EGM as a proxy to vote on the resolutions to be proposed at the EGM, instead of attending the EGM in person. The Company also encourages the Shareholders to watch the websites of the Company and the Stock Exchange for any updates in relation to the EGM that may need to be provided.

As at the date of this notice, the Board comprises one executive Director, namely Mr. Wang Hung, Roger and three independent non-executive Directors, namely Mr. Wong Chi Keung, Mr. Lay Danny J and Mr. Lo Ching Yan.