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**CHINA AUTOMOBILE NEW RETAIL (HOLDINGS) LIMITED**

**中國汽車新零售（控股）有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 526)**

## **NOTICE OF THE ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of China Automobile New Retail (Holdings) Limited (the “**Company**”) will be held at 14/F., Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on 29 September 2022, Thursday at 3:00 p.m. for the following purpose:

### **AS ORDINARY BUSINESS**

1. To receive and consider the audited financial statements and the reports of the directors (“**Directors**”) and auditors of the Company for the year ended 31 March 2022.
2.
  - (a) To re-elect Mr Cheng Jianhe as executive Director;
  - (b) To re-elect Ms Jin Yaxue as executive Director;
  - (c) To authorize the board of Directors to fix the remunerations of the Directors.
3. To appoint KPMG as the Company’s auditor until the conclusion of the forthcoming annual general meeting and to authorise the board of Directors to fix their remuneration.

### **AS SPECIAL BUSINESS**

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

## ORDINARY RESOLUTIONS

### 4. “THAT

- (a) subject to paragraph (c), 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 in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a), otherwise than pursuant to a Rights Issue (as defined below) or the exercise of the subscription rights under the share option scheme of the Company, shall not exceed 20 per cent of the aggregate number of issued shares of the Company as at the date of this resolution and the said approval shall be limited accordingly; and
- (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 bye-laws of the Company (“**Bye-laws**”) or any applicable laws to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (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, or the requirements of any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

5. **“THAT**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares of the Company purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent of the aggregate number of issued shares of the Company as at the date of this resolution and the said approval be limited accordingly; and
- (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 Bye-laws or any applicable laws to be held; and
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

6. **“THAT** conditional upon resolution no. 4 and no. 5 above being passed, the general and unconditional mandate granted to the Directors to allot, issue and deal with shares of the Company pursuant to ordinary resolution no. 4 above and is hereby extended by the addition thereto of the aggregate number of shares of the Company repurchased by the Company under the mandate granted pursuant to the ordinary resolution no. 5 above.”

## **SPECIAL RESOLUTION**

To consider and, if thought fit, to pass the following resolution as a special resolution:

7. “**THAT** subject to and conditional upon the approval of the Registrar of Companies in Bermuda, the name of the Company be and is hereby changed from “China Automobile New Retail (Holdings) Limited” to “Lisi Group (Holdings) Limited” and adopt the Chinese name “利時集團(控股)有限公司” as its secondary name to replace the existing Chinese name “中國汽車新零售(控股)有限公司” and the directors of the Company be and are hereby authorised to do all such acts, and execute all such documents as they may, in their absolute discretion, deem fit in order to effect such change of name.”

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

Hong Kong, 1 September 2022

*Notes:*

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or, if he is the holder of two or more shares, more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited of 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the accompanying form of proxy will not preclude members of the Company from attending and voting in person at the meeting or any adjournment thereof should they so wish.
4. The transfer books and register of members of the Company will be closed from 26 September 2022 to 29 September 2022, both days inclusive, to determine the entitlement of Shareholders of the Company to attend and vote at the AGM, during which period on Share transfers can be registered. In order to attend the AGM, all transfer of Shares, accompanied by the relevant share certificates and transport forms, must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited of 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on 23 September 2022.

5. Pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited, the resolutions as set out in this notice will be decided by poll at the meeting.
6. If tropical cyclone warning signal no. 8 or above is hoisted or “extreme conditions” caused by super typhoons or a black rainstorm warning signal is in force at 3:00 p.m. on Thursday, 29 September 2022, the meeting will be postponed and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warnings signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

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

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

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

The Company would like to remind the Shareholders to consider appointing the Chairman of the AGM as his/her/its proxy to vote on the resolution at the AGM as an alternative to attending the AGM in person. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s Hong Kong branch share registrar, Tricor Secretaries Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not less than 48 hours before the time appointed for holding the AGM.

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

*As at the date of this notice, the Board comprises Mr Li Lixin, Mr Cheng Jianhe and Ms Jin Yaxue being executive Directors, Mr He Chengying, Mr Shin Yick Fabian and Mr Kwong Kwan Tong being independent non-executive Directors*